

BYLAWS OF
WILLOUGHBY WESTERN LAKE COUNTY CHAMBER OF COMMERCE

ARTICLE 1 – GENERAL

Section 1.1 Name

This organization is incorporated under the laws of the State of Ohio and shall be known as the Willoughby Western Lake County Chamber of Commerce, Inc. (Hereinafter shall be referred to as the “CHAMBER”)

Section 1.2 Purpose

The Chamber is organized to preserve and encourage the competitive free enterprise system, encourage public policy conducive to the expansion of free enterprise, and to promote business and community growth through civic, social, cultural, and informational programs.

Section 1.3 Area

The area and economic region shall include the cities of Eastlake, Kirtland, Timberlake, Lakeline, Wickliffe, Willowick, Willoughby, and Willoughby Hills in Lake County, Ohio.

Section 1.4 Principal Office

The principal office of the Chamber will be located at 28 Public Square, Willoughby, Ohio, in the area served as determined by the Board of Directors of the Chamber.

Section 1.5 Limitations

The Chamber shall be nonprofit, nonpartisan, and nonsectarian. The Chamber shall observe all local, state, and federal laws that apply to a non-profit organization including those defined in Section 501© (6) of the Internal Revenue Code and Chapter 1702 of the Ohio Revised Code.

ARTICLE 2 - MEMBERSHIP

Section 2.1 Eligibility

Membership shall be limited to businesses, non-profit organizations and individuals having an interest in the mission of the Chamber.

Section 2.2 Acceptance

Application for membership shall be in writing or electronically on forms provided for that purpose and submitted by the applicant. The Executive Director of the Chamber or his or her designee shall review all applications which will be sent to the Board of Directors for review and acceptance. An application for membership may be denied without cause.

Section 2.3 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.

A membership dues renewal invoice will be communicated to each member up to 30 days prior to their renewal date.

Section 2.4 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 2.5 Discontinuation Of Membership

Any member may voluntarily resign from the Chamber upon written request to the Organization’s office.

Any members may be removed from membership for non-payment of dues after February 1st unless an extension is granted for good cause by a 2/3 vote of the Board of Directors. A process of review, communication, and action

BYLAWS OF
WILLOUGHBY WESTERN LAKE COUNTY CHAMBER OF COMMERCE

regarding the termination of membership status and benefits for non-payment will be implemented by the President of the Chamber.

Any member may be expelled for conduct unbecoming a member or prejudicial to objectives or reputation of the Chamber. Before expulsion, the member will be provided with a written notice of said complaint. Member expulsion shall require a majority vote of the Board of Directors.

Any Member may be terminated by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof or other meeting scheduled for the purpose of addressing member conduct, for not adhering to Chamber of Commerce membership policies, conduct unbecoming of a Member or conduct prejudicial to the aims or repute of the Chamber.

Section 2.6 Voting

Each member shall be entitled to cast one (1) vote on any matter subject to a vote by the membership.

Section 2.7 Exercise Of Privileges

Any member may designate a representative (s) of their business through whom the member desires to exercise the privileges of membership and shall have the right to change its representative upon written or verbal notice to the Chamber.

Section 2.8 Orientation

At regular intervals, orientation on the purposes and activities of this Chamber shall be conducted for the following groups: new trustees, officers and directors, committee chairmen, committees, and new members. An outline for orientation of each of these groups shall be a part of this Chamber's Policy and Procedures manual.

Section 2.9 Civic Membership

There shall be a special class of membership called "CIVIC" membership, which class shall provide membership rights and responsibilities for non-corporate, non-businesspersons who may wish to participate in Chamber activities. Such membership is limited to one non-corporate, non- businessperson per membership.

ARTICLE 3 - MEETINGS

Section 3.1 Annual Meeting

An Annual Meeting of the organization shall be held each year. The time and place shall be fixed by the Board of Directors and notice thereof delivered to each member at least ten (10) days before said meeting. Notice may be delivered via regular mail or by e-mail if the member has indicated e-mail as a communication vehicle that is acceptable to the member for official correspondence from the Chamber.

Section 3.2 Board Meetings And Additional Meetings

The Board of Directors shall meet at the times and places and with the frequency as determined to best attend to the business of the organization. In any event, there shall be no fewer than six (6) Board meetings per year. The Chairperson may call special meetings when deemed advisable, and the Chairperson shall, upon request of a quorum of members of the Board of Directors, or ten

(10) percent of the active members, call such a meeting. Notice of the time and place of holding such a meeting shall be mailed or e-mailed at least ten (10) days prior to the holding thereof, to each active member.

Section 3.3 Quorum

A legal quorum of the Chamber shall be one-tenth (1/10) of the total number of its active members.

BYLAWS OF
WILLOUGHBY WESTERN LAKE COUNTY CHAMBER OF COMMERCE

ARTICLE 4 - BOARD OF TRUSTEES

Section 4.1 Composition And Responsibilities Of The Board Of Trustees

The Board of Directors shall be composed of a minimum of eleven and a maximum of nineteen members, serving three-year terms or until their successors are elected and have been qualified, except as noted in Article 4, Section 4.2, 4.2.1.

The Board shall be divided into three classes of directors, with roughly a third of the Board having expiring terms each year.

The governance 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. The Board of Directors shall meet at intervals, the times, and places to be fixed by the Board.

Members of the Board may not be full-time elected officials.

Section 4.2 Selection And Election Of The Board Of Directors

4.2.1 Nominating Committee

A nominating committee shall be composed of the Chairperson, first vice chair (when in place), the Executive Director and three members of the Board appointed by the chairperson will be convened no later than August 1st of each year. On or before August 15th of each year, the nominating Committee shall present to the Board a slate of candidates to serve three-year terms, such slate that will re-elect or replace the Directors whose terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of directorship. No Board of Director member may be elected to more than two (2) consecutive three-year terms except as noted in Article 4, section 4.2, subsection 4.2.2.

4.2.2 Past Chairperson

If the end of the Chairperson's term in office is also the completion of two consecutive three-year terms as a Director, the Board of Directors of the Chamber may grant a single year to that term, so that person can fulfill the duties coincident with the responsibilities of the Immediate Past Chairman. This action would not be limited by any limitations on the number of members of the Board.

4.2.3 Publicity of Nominations

Upon receipt of the report of the Nominating Committee, the Chairperson shall immediately notify the membership, by mail or e-mail, of the names of persons nominated as candidates for Directors and of their right of petition to nominate additional members for consideration by the Board.

4.2.4 Nominations by Petitions

Additional candidates for Directors may be nominated by petition bearing the genuine signatures of at least ten members in good standing with the Chamber. The petition must state that the individual nominated has agreed to be nominated and to serve if elected. Such petitions shall be filed with the Nominating Committee on or before September 1st of each year. The determination of the Nominating Committee as to the legality of petition(s) shall be final.

4.2.5 Determination

If no petitions are filed prior to the deadline for filing petitions, then all nominees who would otherwise qualify for the position shall be deemed unopposed, and the nominations shall be closed, and the nominated slate shall be considered for election by the Board of Directors at their regular September Board of Directors meeting.

If a legal petition presents additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order, instructions will be to vote. Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The Chairman shall mail or e-mail this ballot to all active members at least fifteen (15) days

BYLAWS OF
WILLOUGHBY WESTERN LAKE COUNTY CHAMBER OF COMMERCE

before the regular October Board of Directors meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall, at their regular October Board of Directors meeting, declare the candidates with the greatest number of votes elected.

Section 4.3 Seating Of New Directors

All newly elected Board of Trustee members shall take office at the regular January meeting. Retiring Trustees shall continue to serve until December 31st.

Section 4.4 Absences

A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Trustees during the twelve (12) month period from January through December, annually, shall be subject to removal from membership on the Board of Directors, unless confined by illness or otherwise decreed by a majority vote of those Board of Directors members voting at any meeting of the Board of Directors. An action of the Board of Directors to excuse absences more than the above standard must be initiated by a letter from the absent Directors to the Board of Directors requesting that the absent Director be excused from the third meeting. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 4.5 Policy

The Board of Directors is responsible for formulating the policies of the Chamber. These policies shall be maintained in a Policy and Procedure Manual, which shall be reviewed by a By-Laws Committee as directed by the Board and revised as necessary.

Section 4.6 Management

The Board of Directors shall see to the employment of the necessary staff and approve the salaries and other considerations of employment. The Board may delegate this authority to the Executive Director of the chamber except as it is related to the compensation and benefits of the Executive Director which shall be set by the Board or its Executive Committee.

Section 4.7 Quorum

A legal quorum of the Board of Directors of the Chamber shall be a majority of the total members of the Board of Directors.

Section 4.8 Community Advisory Board

A Community Advisory Board shall exist at the sole discretion and selection of the Board of Directors. The Community Advisory Board shall not exceed 5 members and each member shall serve a term of one year. Members may request two reappointments through the Board of Directors for a maximum term limit of three years. The Community Advisory Board shall serve in an advisory capacity only and shall not have any voting power.

ARTICLE 5- OFFICERS

Section 5.1 Election Of Officers

The Board of Directors at its regular September meeting shall elect the Chairperson, Vice-Chair and as many Vice Chairs as is deemed necessary to conduct the activities of the Chamber, the Secretary, and the Treasurer. Officers must be current members of the Board during their term as officers. All officers shall serve for a term of (2) two years or until their successor assumes the duties of office, and they shall be voting members of the Board of Directors.

BYLAWS OF
WILLOUGHBY WESTERN LAKE COUNTY CHAMBER OF COMMERCE

Section 5.2 Duties Of Officers

5.2.1 Chairperson

The Chairperson shall preside at all meetings of the Board, Executive Committee and the Members and shall be responsible for the volunteer leadership of the Board in the execution of their responsibilities, the leadership of the creation and implementation of a program of work for the chamber and the appointment of committee chairs, committee membership and other leadership roles in pursuit of the Chambers' businesses. The Chairperson shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairperson shall, with the advice and counsel of the Board of Directors assign the Vice-Chair to divisional or departmental responsibility, subject to Board of Directors approval. The Chairperson shall, with advice and counsel of the Vice-Chair/s and or Past Chair, determine all committees; select or remove all chairpersons; and assist in the selection of committee personnel, subject to approval of the Board of Directors.

5.2.2 Executive Director

The Executive Director shall be the chief executive officer of the corporation and unless otherwise determined by the directors, the Executive Director (1) shall have general supervision over the property, business and affairs of the Chamber, (2) shall be responsible to the board of directors for the preparation and submission for approval of an annual operating and capital expenditure budget, including recommendations as to compensation of employees and (3) shall have authority to represent the Chamber at meetings of the shareholders of other corporations in which the Corporation holds shares, and to execute on behalf of the Chamber discretionary or restricted proxies. The Executive Director shall also be responsible for the development of plans and programs for carrying out the purposes of the Chamber, for the hiring and terminating of the staff, determining, and assigning the responsibilities of the staff and the reporting relationship within the staff, determining staff compensation within an approved budget and disciplining staff members when appropriate. The Executive Director may execute all authorized deeds, mortgages, bonds, contracts, and other obligations, in the name of the Chamber, and shall have such other powers and duties as approved by the Board of Directors and include the signature of the Chairperson.

5.2.3 Vice-Chairperson

The Vice-Chairperson shall exercise the power and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson. The duties of the Vice Chairperson shall be as required by law and or as assigned by the Chairperson and the Board of Directors.

5.2.4 Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall submit a monthly financial report to the Board of Directors. The Treasurer shall be a member of the Financial Committee, or such committee as prepares the annual budget.

5.2.5 Secretary

The Secretary shall be responsible for the preparation, maintenance and signing of the official minutes of all meetings of the Board of Directors.

Section 5.3 Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board of Directors is not in session but shall be accountable to the Board of Directors for its actions. It shall be composed of the Executive Director, Chair, Vice-Chair, Treasurer, Secretary, and the immediate Past Chairperson. The Chairperson will serve as Chairman.

ARTICLE 6 COMMITTEES AND DIVISIONS

BYLAWS OF
WILLOUGHBY WESTERN LAKE COUNTY CHAMBER OF COMMERCE

Section 6.1 Appointment And Authority

The Executive Director, subject to approval of the Board of Trustees, shall appoint and or remove all standing committees, ad hoc committee, and committee chairmen. No committee appointments shall exceed the term of the appointing Chairperson, without the approval of the Board of Directors. It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and carry on such activities as may be delegated to them by the Board of Directors.

Section 6.2 Limitation Of Authority

No action by any member, committee, division, employee, trustee, 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. Committees shall be discharged by the Chairperson 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.

Section 6.3 Divisions

The Board of Directors may create such organizational units as it deems advisable to handle the work of the Chamber. The Board of Directors shall authorize and define the powers and duties of all organizational units. The Board of Directors shall annually review and approve all activities and proposed programs of such organizational units. No action or resolution of any kind shall be taken organizational units bearing upon or expressive of the Chamber unless approved by the Board of Directors.

ARTICLE 7 FINANCIAL CONTROLS

Section 7.1 Segregation Of Duties

No single person (staff or board member) will complete a financial process without another person being involved at some stage in the process. The four categories of duties are access to assets, access to accounting records/systems, management or control positions, independent oversight. The same person will not solely cover more than one of these categories in each process.

Section 7.2 Monthly Bank Statement Reconciliation

The board Treasurer will review the monthly bank statement reconciliation completed by the office manager. Independent oversight will be done by comparing the account transactions, against the monthly financials, against the original bank statement.

Section 7.3 Funds

All money paid to the Chamber shall be placed in a general operating fund.

7.3.1. Cash handling procedures

One person will receive, record, and monitor all cash. A second person will reconcile the cash to the record of receipt and then make the deposit at a maximum weekly if not sooner. All cash received will be logged.

7.3.2. Credit and debit card use

The Executive Director is the only credit card holder. This card is for chamber related purchases only, no personal purchases. The Executive Director is required to abide by the credit limit on the card. Any purchases beyond \$2500.00 requires approval of the Treasurer or Board Chair. A periodic review of credit card purchases, receipt documentation, and approvals will be conducted by the Treasurer or Board Chair.

7.3.3 Disbursement Process/Payments

BYLAWS OF
WILLOUGHBY WESTERN LAKE COUNTY CHAMBER OF COMMERCE

Payment requests will be reviewed to ensure that payment has not already been made, listed goods or services have been received, classification of expense is correct, and invoice/request amounts match the check payment amount.

The Executive Director approves the payment, the office manager makes the payment.

Checks/disbursements over \$5000.00 require two signatures.

SECTION 7.4 FINANCIAL REPORTING

A balance sheet and a profit/loss statement will be prepared by the Treasurer and reviewed and accepted by the board members monthly.

A variance report will be required for any expense budget variances greater than 25%. This report will be generated by the Treasurer.

The accounts of the Chamber shall be monitored by the Treasurer according to such duties outlined in Article 5, Section 5.2.4 – Duties of the Treasurer. An audit may be ordered by a majority vote of the Board of Directors. Financial statements shall be available for review to members of the organization upon their request at the Chamber office.

SECTION 7.5 BUDGET

On an annual basis, based on a timeline to be determined by the Board, the Executive Director will develop a budget for adoption by the Chamber. Once approved, the budget will guide the expectation of revenues and expenditure of the Chamber's resources in pursuit of its program of work.

SECTION 7.6 CONFLICT OF INTEREST

No board or staff member can be a party to a decision, contract, or disbursement if they have a personal interest in, or receive financial benefit from, such decisions. Disclosure of such interest conflicts are required to ensure that impartiality is always used.

ARTICLE 8 DISSOLUTION

Section 8.1 Procedure

The Chamber shall use its funds only to accomplish the objects and purpose specified in these Bylaws, and no part of said funds shall inure, or be distributed to members of the Chamber. The organization may be dissolved upon the affirmative majority vote of the Board of Directors with concurrence by a vote of 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 to be selected by the Board of Directors.

ARTICLE 9 PARLIAMENTARY AUTHORITY

Section 9.1 Procedure

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are inconsistent with the Charter or Bylaws of the Chamber.

BYLAWS OF
WILLOUGHBY WESTERN LAKE COUNTY CHAMBER OF COMMERCE

ARTICLE 10 AMENDMENTS

Section 10.1 Procedure

These Bylaws may be repealed or amended, or new Bylaws may be adopted on the recommendation of a majority vote of the Board of Directors and affirmed by the vote or written assent of a majority of the members of the Chamber entitled to vote at the Chamber's next annual meeting, or by the vote of a majority of a quorum at a meeting called for said purpose according to these Bylaws.

Copies of proposed amendments will be distributed to all members by any method, including but not limited to electronic mail, mail, or fax, for review at least ten (10) days prior to said vote. Upon majority approval of the recommendation of the amended bylaws by the Board of Directors, the Chamber will be authorized to operate under those revised regulations.

Section 10.2 Review

The Bylaws shall be reviewed by the Board of Trustees at least every five years but can be reviewed more frequently as the Chamber deems appropriate.