

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. and hereinafter referred to as the WWLCC.

**Section 1.2 Purpose**

The purpose of the WWLCC shall be to preserve and encourage the competitive free enterprise system and public policy conducive to the expansion of free enterprise, and promote business and community growth through civic, social, cultural, and informational programs.

**Section 1.3 Area of Service**

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

**Section 1.5 Limitations**

The WWLCC shall observe all local, state, and federal laws that apply to a non-profit organization as defined in Article 501(c)(6) of the Internal Revenue 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 WWLCC.

**Section 2.2 Application Process**

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 WWLCC 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.

**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 60 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 Terms and Conditions**

The terms and conditions of membership to the WWLCC are designed to maintain the good reputation of the WWLCC. Membership to the WWLCC is a privilege and not a right, and WWLCC shall consider new and continued membership on a case-by-case basis. Membership may be revoked, denied or suspended for actions not in accordance with WWLCC’s purposes, included but not limited to the following:

- a. Fraudulent business activities,
- b. Untruthful, fabricated, or deceptive information on membership applications,
- c. Repeated outside complaints that are made in good faith and supported by substantial evidence,

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- d. Findings by any government subdivision or the Better Business Bureau of Ohio of irregular, false, criminal, or deceitful business practices or activities by the member as a business or individual,
- e. The Better Business Bureau of Ohio rating,
- f. Using the WWLCC or its name for subversive, deceitful or illegal activities, or for any other activities that, the Board of Directors' sole opinion, may ultimately harm the reputation of WWLCC,
- g. Harassment of WWLCC members via marketing solicitations or social media,
- h. Disruptive or offensive behavior at WWLCC meetings or events, or,
- i. Threats of, or actual, violence to WWLCC staff, board members, or volunteers.

**Section 2.6 Discontinuation of Membership**

Any member may voluntarily resign from the WWLCC upon written notice to the Organization's office.

Failure to pay dues within 90 days of invoice due date may result in loss of membership.

Any member may be expelled for conduct unbecoming a member or prejudicial to objectives or reputation of the WWLCC. Before expulsion, the member will be provided with a written notice of said complaint.

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 WWLCC membership policies, conduct unbecoming of a member or conduct prejudicial to the aims or repute of the WWLCC.

**Section 2.7 Appeal Process**

A terminated member may appeal a board expulsion decision by submitting written notice of appeal to the Executive Director within three (3) business days following receipt of expulsion notice.

The Board Chair shall appoint an odd number of Directors, not less than three (3) in total, to hear and decide the member's appeal, if any. A two-thirds vote of such Directors is required to expel or suspend such member and their decision is final.

**Section 2.8 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 WWLCC.

**Section 2.9 Orientation**

At regular intervals, orientation on the purposes and activities of the WWLCC shall be conducted as appropriate.

**Section 2.10 Civic Membership**

There shall be a special class of membership called "CIVIC" membership, which shall provide membership rights and responsibilities for non-corporate, non-businesspersons who may wish to participate in WWLCC 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 will be delivered via e-mail.

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**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.

**Section 3.3 Quorum**

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

**Section 3.4 Action Without a Meeting**

Any action that may be authorized or taken at a board meeting may be authorized or taken without a meeting if the action is proposed in writing to all directors and signed by all directors and subsequently made part of WWLCC's records. All directors shall have a minimum of ten calendar days from the date the written proposal is mailed or electronically mailed to them to respond to the proposed action.

Any notice, writing or signature conveyed or transmitted electronically shall be accepted as valid for the purposes of these Bylaws if such facsimile was an original.

**ARTICLE 4 - BOARD OF DIRECTORS**

**Section 4.1 General Powers**

The corporate powers, property, and affairs of WWLCC shall be exercised, controlled, and conducted by the Board of Directors except as otherwise specifically provided in these Bylaws or by Chapter 1702 of the Ohio Revised Code. A Director shall perform his/her duties in good faith, in a manner he/she reasonably believes to be in the best interests of the WWLCC.

**Section 4.2 Composition and Responsibilities of The Board of Directors**

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. In addition, each Immediate Past Chair may serve as a voting ex officio member of the board for a one-year period immediately following his or her term as Board Chair. If a nomination vote of any director on the slate of candidates results in a tie, the Executive Director shall cast the tie-breaking vote.

The Board shall consist of members serving in staggered terms.

The governance and policy-making responsibilities of the WWLCC 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 4.3 Selection and Election of Directors**

All current members and directors may recruit and nominate new directors to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be a member in good standing agree to accept the responsibility of a directorship and sign the WWLCC Code of Conduct. No Board director who has served (2) two consecutive three-year terms is eligible for a third term. A period of (1) year must elapse before eligibility is restored. All applications shall be submitted to the Executive Director.

For all board members serving their first term, the first year will be considered probationary and the board of directors will extend or not extend an invitation to serve the remaining portion of their first term.

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The election of directors will occur by the Board of Directors either by special meeting or at the November regular board meeting with the seating of directors to occur at the beginning of the next year.

**4.4 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 WWLCC 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.

**Section 4.5 Seating of New Directors**

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

**Section 4.6 Compensation**

No Director shall receive any salary or other compensation for their services.

**Section 4.7 Vacancies**

A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Directors 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.

If a director leaves their board position or WWLCC industry, the seat will automatically be considered vacant, and the Board shall fill any vacant director position by appointing a replacement from the membership.

A director may be removed from office by a two-thirds vote of the board of directors or two-thirds vote of the membership at a special meeting called for that purpose by either the Board Chair or Executive Director, with proper notice given.

The Board shall fill any vacant director's position by appointing a replacement from the membership. The appointment shall extend until the end of the term of the vacant position. Such an appointment shall be by the majority vote of the Board of Directors.

**Section 4.8 Policy**

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

**Section 4.9 – Executive Director**

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment in the Board's sole discretion. Determining compensation for the Executive Director will include a review and approval by persons appointed by the Board Chair, using comparability data and discussion of the Board of Directors for input and recommendations.

**Section 4.10 Committees**

Subject to approval of the Board of Directors, and with the assistance of the Executive Director, the Board Chair shall have the authority to establish or dissolve any committees, assign or modify any purpose of a committee, and assign committee members, as is necessary in the opinion of the Board Chair to further WWLCC's purpose.

It shall be the function of committees to carry on all such activities that may be delegated to them by the Board, including conducting investigations, studies, and hearings, and making recommendations to the Board of Directors.

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**Section 4.11 – Indemnification**

WWLCC may, by resolution of the Board of Directors, provide indemnification by WWLCC of any current or former officer, director, or employee against expenses actually and necessarily incurred by them in connection with the defense of an action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of being or having been an officer, director, or employee of WWLCC.

**Section 4.12 – Limitation of Authority**

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

**ARTICLE 5- OFFICERS**

**Section 5.1 General Provisions**

The officers of the WWLCC shall consist of a Board Chair, Board Vice Chair(s), Secretary, and Treasurer and shall carry out such duties as are usually attributed to these positions. The Board of Directors may create other offices and appoint such other offices as it may deem necessary. No two (2) or more offices may be held by the same person, and no officer shall execute, acknowledge, or verify any instrument in more than one capacity.

At WWLCC's November board meeting, or at any special meeting prior to the November board meeting, the Board of Directors shall elect the Board Chair, Vice Chair(s), Secretary, Treasurer and Directors by majority vote. If a nomination vote of any director on the slate of candidates results in a tie, the Executive Director shall cast the tie-breaking vote.

Both continuing and newly elected Board Members may be considered for election as an officer of the Board. All officers shall take office at the beginning of the next year. The Board Chair and Vice Chair shall serve a term of two (2) years.

**Section 5.2 Duties of Officers**

- a. Board Chair – The Board Chair shall preside at all meetings of the membership and Board of Directors. The Board Chair shall have powers to establish and appoint committees, pursuant to Section 4.7 above. At the end of the Board Chair's tenure, they shall serve the position of Past Chair for a period of one (1) Year.

The Board Chair is responsible for ensuring that the activities of WWLCC follow WWLCC's purpose and shall report to the Board of Directors, if, in the opinion of the Board Chair, any activity does not further such purpose.

- b. Vice Chair – The Vice Chair shall exercise the powers and authority to perform the duties of the Board Chair in the absence or disability of the Board Chair. If the Vice Chair is not willing or able to perform the duties of the Board Chair in the absence or disability of the Board Chair, the Board of Directors may elect a new Board Chair to serve the remainder of the absent or disabled Board Chair.
- c. Secretary – The Secretary shall be responsible for taking and compiling minutes of all member and Board meetings and provide to the Executive Director for maintaining in the permanent files.
- d. Treasurer – the Treasurer shall undertake at least a quarterly review of WWLCCs financial matters, and is also subject to Article 6, Section 6.6 below.

**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.

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**ARTICLE 6 FINANCES**

**Section 6.1 – Finance Policy**

The Board of Directors shall establish and comply with the WWLCC Finance Policy.

The Finance Policy shall be reviewed annually and updated when appropriate.

WWLCC members may review this policy upon submittal of a written request.

**ARTICLE 7 MISCELLANEOUS**

**Section 7.1 - Notice by Email**

Notwithstanding any notice requirements to the contrary in these Bylaws, proper notice to any member, director, officer, or committee member may be effectuated by emailing such notice to the email address on record for that member, director, officer, or committee member. Proper notice may also be had by mailing or physically delivering such notice to the physical address on record for that member, director, officer, or committee member.

All members, directors, officers, and committee members must immediately notify WWLCC of any change to their physical or email address.

**Section 7.2 Modification**

These Bylaws may be modified by a two-thirds (2/3rds) vote of the Board of Directors at regularly scheduled board meetings. Any proposed modifications shall be submitted to the Board or the members in writing pursuant at least ten (10) days in advance of the meeting at which they are to be acted upon.

**Section 7.3 Repeal of Bylaws**

All previous Bylaws, as well as all previous amendments or modifications, are hereby declared to be null and void in their entirety. These Amended Bylaws are the complete and sole Bylaws of WWLCC.

**Section 7.4 Parliamentary Authority**

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 Bylaws of the WWLCC.

**Section 7.5 Dissolution**

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 WWLCC. On dissolution of the WWLCC, 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.