

North Canton Area Chamber of Commerce By-Laws

ARTICLE I-GENERAL

Section 1. Name: The name of the organization shall be the "North Canton Area Chamber of Commerce".

Section 2. Mission: To develop, enhance and represent business, stimulate community leadership and promote economic growth.

Section 3. Office: The North Canton Area Chamber of Commerce is incorporated under the laws of the State of Ohio and its principal place of business shall be located within the City of North Canton, Ohio.

Section 4. Limitation: The North Canton Area Chamber of Commerce shall observe all local, state and federal laws which may apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code.

ARTICLE II-MEMBERSHIP

Section 1. Eligibility: Any reputable person, sole-proprietor, association, corporation, partnership or estate with a vested interest in the North Canton area shall be eligible for membership in the North Canton Area Chamber of Commerce.

Section 2. Application: Any eligible party may make written application to the President in such form and manner as may be prescribed from time to time by the Board of Directors. An applicant shall become a Member of the Chamber upon approval of the President. On a regular basis the President shall present the list of new Members to the Board of Directors.

Section 3. Firm/Corporate: A firm, corporation, partnership, or estate that sponsors an active membership or more than (1) individual membership shall be designated a "Member Firm." One (1) individual member sponsored by each member Firm shall be identified as a "Designated Voting representative." A Member Firm may display evidence of their support for the Chamber at their places of business or via marketing materials, but all other privileges of membership, including the right to vote, are vested with the Designated Voting Representative. A Member Firm may request the transfer of active memberships sponsored by them to new individuals whose names may be presented to the Board of Directors for approval.

Section 4. Termination: A Party shall no longer be a Member upon the occurrence of any of the following events:

- a) A member delivers a written request for resignation to the Board of Directors
- b) Membership dues are not paid in a timely manner

ARTICLE III-GENERAL MEETINGS

Section 1. Annual: The Chamber shall hold a meeting of the full membership no less than once a year. Meetings may be held more often if so desired or if required by state or federal law. The time and location of the meeting shall be proscribed by the Board of Directors.

Section 2. Additional Meetings: Additional meetings of the full membership shall be held upon the occurrence if and when the Board of Directors votes to hold a meeting, as set forth hereunder.

Section 3. Notice: Notice of any meeting of the full membership shall be delivered to each member in the format that the President deems appropriate no less than 7 business days before the designated meeting time. Such notice shall include the time, date and location of the meeting as well as the name of the Designated Voting Representative for each Member Firm.

Section 4. Quorum: Quorum for a meeting for the full membership shall be 50 members.

ARTICLE IV-BOARD OF DIRECTORS

Section 1. Purpose: The governance and policy-making responsibilities of the Chamber shall be vested in the Board of Directors. These duties shall include control over real and personal property, Chamber employees, Chamber finances, membership, and general corporate governance.

Section 2. Composition: The Board of Directors shall be composed of not more than 20 members elected for a term, and in the manner, set forth below. In addition, people in the following capacity may be ex-officio members of the Board with voting rights unless otherwise indicated:

- a) The President of the Chamber (voice but no vote)
- b) The immediate Past Chair of the Board of Directors, if that person is not otherwise a member (voice but no vote)
- c) A representative of the City of North Canton, to be designated by the Board, and,
- d) A person representing an organization the Board of Directors feels should have input

Section 3. Term: Each Member of the Board of Directors shall serve a term of 3 years. The Board shall make every effort to appoint 5 people each year to ensure a rotation of Board members. No Board member shall serve more than 2 consecutive terms.

Section 4. Nomination and Election: No later than the first business day of the third week of September, the Chair of the Board of Directors shall appoint a Nominating Committee consisting of no less than 3 Chamber members. At that time, the President of the Chamber shall notify the Chamber Membership that the Nominating Committee is selecting potential Board Members, providing the name and contact information of the Chair of the Nominating Committee, and requesting that suitable candidates be forwarded. After considering any suggestions sent by the Chamber Membership, the Nominating Committee shall present at least one nomination for each open board seat to the Board of Directors at its October meeting. Upon presentment, the Board shall accept or reject the nominations in the manner set forth herein below. In the event that a nomination is approved by the Board, notice of the election shall be

sent to the full Chamber Membership in November with any comments, both pro and con, accepted by the President by November 30. At its December meeting the Board will approve the nominations unless information detrimental to the candidate has been proffered, investigated and found to be true.

If that instance occurs the Board shall fill the open seat in the same manner as a vacancy, but with someone other than the party who has been removed.

Section 5. Attendance: It is expected that Directors make every attempt to attend Board meetings. In the event of frequent and unexcused absences the Chair and Executive Board reserve the right to discuss the situation with the Director and take such action as they deem necessary, including removal of the Director.

Section 6. Termination: An individual shall no longer be a Member of the Board of Directors upon the occurrence of any of the following events:

- a) the individual delivers a written request for resignation to the Chair of the Board, or,
- b) The Board of Directors votes to remove a Member in the manner set forth hereunder, or
- c) The designated term of office has concluded

Section 7. Vacancy: In the event that a vacancy occurs on the Board of Directors, the remaining Board members may designate an individual to fill the Member's unexpired term. In that event the new member will be eligible to serve their own, two-term limited, time of service following the expiration of the replaced member's term.

Section 8. Installation: All newly elected Board members shall be installed and seated at the first meeting of the Board of Directors of the calendar year.

Section 9. Meetings: The Board of Directors shall convene a meeting upon any of the following occurrences:

- a) The Chair of the Board of Directors calls a meeting of the Board, or,
- b) No less than 5 Directors sign a writing calling for a meeting and the writing is presented to the Chair of the Board.

Section 10. Quorum: Quorum for a meeting of the Board of Directors shall be half the existing board plus one.

Section 11. Notice: Notice of any meeting of the Board of Directors shall be delivered to each Director in the format that the President deems appropriate no less than 3 business days before the designated meeting time. Such notice shall include the time, date and location of the meeting. In the event of an emergency, this notice requirement can be waived by an action of the Board.

ARTICLE V-OFFICERS

Section 1. Officers: The officers of the Chamber shall be a Chair, a Vice-Chair, Treasurer and a Secretary. The officers collectively shall constitute the Executive Committee of the Chamber.

Section 2. Election: At the first meeting of the Board of Directors of the calendar year, after the new Directors have been installed, the officers shall be elected by the Board in the manner set forth herein under.

Section 3. Term: Each officer shall serve a term of one year, beginning upon election and ending when their replacement has been installed. Officers shall be eligible to serve for more than one term as long as they remain a Director in good standing.

Section 4. Duties and Officers:

a) The Chair shall serve as the chief elected officer of the Chamber and shall preside at all meetings of Membership, Board of Directors and Executive Committee. The Chair shall designate committees, committee chairs, and select committee members.

b) The Vice-Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair.

c) The Treasurer shall be responsible for the safe-guarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board. The Treasurer shall provide a monthly Financial Report to the Board.

d) The Secretary shall record minutes and roll at regular Board meetings as well as track Director terms.

Section 5. Vacancy: In the event of a vacancy in the office of Chair, the Vice-Chair shall fill the office of Chair. In the event there is a vacancy in the office of any other officer the unexpired term of the officer shall be filled by action of the Board of Directors in the manner set forth herein under.

Section 6. Executive Committee: The Executive Committee shall act for, and on behalf of the Board of Directors when the Board is not in session. The Committee shall convene when called upon by the Chair.

ARTICLE VI-COMMITTEES

Section 1. 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 Chamber, until such time as it is approved or ratified by the Board.

Section 2. Meetings: Each committee shall convene when called upon by the Chair of the Committee.

ARTICLE VII-POWERS

Section 1. Actions of the Chamber Membership: Actions of the Chamber Membership shall require a majority of the Members present at a sanctioned meeting called in the manner set forth hereinabove.

Section 2: Actions of the Board: Actions of the Board of Directors can be accomplished by a majority vote of the Directors present at a sanctioned meeting called in the manner set forth hereinabove. The following actions shall only be accomplished by an affirmative vote of 2/3rds of the voting Directors:

- a) The appointment or removal of a Director.
- b) The election or removal of an officer, or,
- c) An Amendment to or replacement of these By-Laws.

Section 3. Method of Voting: Voting shall be permitted in whatever written or electronic form the Chair of the meeting deems appropriate.

Section 4. Method of Attendance: Attendance at any meeting set forth hereinabove shall be permitted via whatever electronic device the Chair of the meeting deems appropriate.

ARTICLE VIII-DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purpose specified in these By-Laws, and no part of said funds shall be distributed to 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. Dissolution would occur when decided upon by the Board of Directors and approved by 50% of the current membership.

ARTICLE IX-PROCEEDINGS

The By-Laws may be amended or altered by a 2/3rds vote of the serving Directors. Upon action the proposed amendments or alterations shall be submitted to the members in writing or electronic fashion for comment or approval within 30 days. Barring rejection by a quorum of 50 members the amendments and changes shall be considered approved.

NORTH CANTON AREA CHAMBER OF COMMERCE FINANCIAL POLICY

Section 1. Funds: All monies paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account when a sound financial position exists. If funds are available, the Chamber shall maintain a capital expenditure account and/or a savings account separate from the general operating account.

Section 2. Disbursements: Upon approval of the budget, the Chair and Executive Board members are authorized to make disbursements on accounts and expenses provided in the budget without additional approval of the Board of Directors. Disbursements shall be made by check or EFT (electronic funds transfer). On a monthly basis all disbursements are reviewed by the Treasurer. Checks are to be signed by the President in consult with the Treasurer. In the absence of the President the Office Manager is allowed to sign checks in consult with the Treasurer. Monies disbursed over an amount of two thousand dollars and not accounted for as a line item in the annual budget shall be approved in advance by the Executive Board.

Section 3. Fiscal Year: The fiscal year of the Chamber shall close on October 31.

Section 4. Budget: As soon as possible after the start of a new fiscal year the Board and officer shall adopt the budget for the coming year.

Section 5. Annual Audit: The accounts of the Chamber shall be audited annually as of the close of business on October 31. The audit shall at all times be available to Members of the organization within the offices of the Chamber.