

**CONSTITUTION OF
THE WESTERVILLE AREA CHAMBER OF COMMERCE**

ARTICLE I

NAME AND OBJECTIVE

Section I:

The name of this association is The Westerville Area Chamber of Commerce (WACC).

Section II:

The WACC is organized to advance our Members' success in business. The organization strives to connect every business to every opportunity.

Section III:

The WACC shall mean to include the portions of the counties, townships and cities within the Westerville School District and central Ohio regions where specific businesses do business in the school district.

Section IV:

Limitation of Methods. The WACC shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501c6 of the Internal Revenue Code. This Chamber in its activities shall be non-partisan, non-sectional and non-sectarian.

ARTICLE II

MEMBERSHIP

Section I:

Individuals, organizations and firms dedicated to advancing the interests of the Westerville-area business community are eligible for membership. The Chamber shall be composed of active and lifetime members.

Section II:

Member investments and categories are established by the Board of Trustees. Applications are to be accompanied by the financial investment applicable to the prospective business/individual. Applications are accepted subject to approval of the Board of Trustees, which may refuse to accept applications for any reason it deems appropriate.

Section III:

Chamber termination is effective upon resignation and/or delinquency in the payment of dues for a period of sixty (60) days from the due date. Termination for these reasons does not require action of the Board of Trustees. The Board of Trustees, by a majority vote, may also terminate the business/individual at any time if it judges their conduct to be in conflict with the intentions of the association or determines that the business/individual no longer meets the association's requirements.

ARTICLE III

TRUSTEES, OFFICERS AND EMPLOYEES

Section I:

The Board of Trustees is the governing body of this association and shall have a minimum of nineteen (19) and up to twenty-five (25) members consisting of Trustees elected at large, the two (2) most recent Past Chairs of the Board, and the current Chair of the Board, the Chair-Elect/Government Relations, and the Secretary/Treasurer. Trustee positions shall not be filled by any publicly elected officials. All Board members must be members of the association. All Board members have full voting rights during their terms of office.

The Vice-Chair of Economic Development and Vice-Chair of Membership Services, appointed by the Chair of the Board, shall serve during the term of the Chair making the appointment. The Vice-Chairs shall perform the duties as specified in the association's By-Laws.

Section II:

Trustees shall be elected for a three-year term of office. Beginning with the terms of office to be filled by elections, Trustees shall be elected each year and may not serve for more than two (2) consecutive terms as a Trustee elected at large. Time served by a person appointed as a Trustee to fill a vacancy on the Board shall not be applied toward the two consecutive term limitation as a Trustee elected at large.

Section III:

The Board of Trustees is responsible for setting organizational policies, approving/denying membership applications, hiring, compensating and discharging employees, and approving and amending the association's By-Laws. The Board also fills its own vacancies, approves appointment of the Treasurer, and may remove officers of the association. No board member shall serve as a spokesperson for the Chamber unless they hold the position of Chair of the Board, President/CEO or if he or she is a board member authorized by the Board of Trustees.

Section IV:

Any member of the Board of Trustees who fails to attend three (3) regular meetings of the Board in any calendar year shall not be eligible to be elected to a succeeding term and may be asked to resign during the existing term unless they have requested and received an approved leave of absence from the Executive Committee. Such approved leave will be documented in writing.

Section V:

The officers of the association are the Chair of the Board, Chair-Elect, immediate Past Chair of the Board and Secretary/Treasurer.

Section VI:

The Executive Committee consists of the Officers of the association, the two (2) Vice-Chairs and President/ CEO with the Chair of the Board as Chairperson. It may act on behalf of the Board of Trustees on an emergency or interim basis, with all its decisions and actions subject to approval of the Board.

Section VII:

The Chair of the Board serves for a one-year term although is eligible to be re-elected for a second year, and is empowered to preside at all meetings of the Board, call special meetings upon proper request, appoint committees and be a member of each of them, convene an annual general membership meeting, and sign or authorize others to sign all documents and other papers requiring authentication.

Section VIII:

The Chair-elect/Liaison of Government Relations is elected by the Board of Trustees for a one-year term, and succeeds to the Chair at the conclusion of that year. The Chair-Elect performs the duties of the Chair in the Chair's absence or inability to act.

Section IX:

The Board of Trustees shall fill vacancies in the offices of Chair and Chair-Elect.

Section X:

The Secretary/Treasurer is appointed by the Chair with the approval of the Board of Trustees and serves for a one-year term. The Board may appoint the Treasurer for an additional year on an annual basis. The Treasurer shall receive and keep account of the association's funds, and shall carry out other such duties as shall be required under the association's By-Laws.

Section XI:

The President/CEO is the Chief Executive officer of the Chamber and is an employee of the association, and shall carry out duties as specified by the association's By-Laws.

Section XII:

No employee with the exception of the President/CEO (as identified in the By-Laws), member or committee of the association is permitted to sign any contract on the association's behalf.

Section XIII:

Members of the Board of Trustees may be removed upon a majority vote of the non-affected members of the Board.

Section XIV:

All Board of Trustees meetings are open to all of the association's members.

ARTICLE IV

ELECTIONS

Section I:

The annual election of Trustees is conducted in accordance with the procedure outlined in the association's By-Laws.

Section II:

A Chair-Elect is selected each year by the Board of Trustees. The Chair-Elect is selected from present and past members of the Board of Trustees who have served on the Board at least (1) year during the five (5) preceding years. At the November meeting, nominations are made for the office of Chair-Elect, and ballots listing those nominated are sent to all Board members immediately following the meeting. The Chair-Elect must be elected by a majority of the members of the Board. Fourteen (14) days after the nominations are made, the Executive Committee shall meet to count and certify the election of the Chair-Elect from the ballots received as of that time. All ballots received after certification are invalid. If no candidate receives a majority vote of the members of the Board, there shall be a run-off election between the two candidates receiving the highest number of votes. Ballots listing the two candidates shall be sent to all Board members immediately following the meeting of the Executive Committee. The candidate receiving the highest number of votes in the run-off election shall be the Chair-Elect. Fourteen (14) days after the meeting which determined the necessity of a run-off election, the Executive Committee shall meet to count and certify the election of the Chair-Elect from the ballots received as of that time. Any ballot received after certification is invalid.

ARTICLE V

BY-LAWS

By-Laws to this constitution are enacted and amended by majority vote of the Board of Trustees.

ARTICLE VI

FISCAL/ BONDING

Section I:

The fiscal year of the association shall begin on January 1 and end on December 31 of the same year.

Section II:

Bonding. The President/CEO, officers, staff, and the Board of Trustees will be bonded by fidelity or other bond in the amount set by the Board of Trustees.

Article VII

MEETINGS

Section I:

An annual meeting of the general membership is held in January of each year to report the progress of the association to the membership. Special meetings may be called at the discretion of the Chair, or by the Chair upon a majority vote of the Board of Trustees and/or the written request signed by twenty (20) voting members.

Section II:

The members present at a meeting of the general membership constitute a quorum for the transaction of any regular or special business of the membership.

Section III:

The Board of Trustees holds a regular meeting each month. Special Board meetings are called at the discretion of the Chair, or by the Chair upon receipt of the written request of five (5) Board members. Notice of special meetings is mailed to each Board member at least three (3) business days prior to the meeting date.

Section IV:

The presence of any eleven (11) Board members constitutes a quorum for the transaction of any regular or special business of the Board of Trustees.

Section V:

Rules of order for all general membership, Board of Trustees, and committee meetings is the most recent edition of Roberts Rules of Order, Revised.

ARTICLE VIII

INDEMNIFICATION

The Chamber may, by resolution of the Board of Trustees, provide for indemnification by the Chamber of any and all current or former officers, directors, and employees against expenses, costs or payments actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they or any of them are made parties, or a party by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for gross misconduct in the performance of duty, or in violation of any law, and to such matters as shall be settled by agreement predicated on the existence of such liability for misconduct.

Article IX

AMENDMENTS

Amendments to this Constitution must be approved by the members. Notice of proposed amendments is given to the members, and is sent in writing (via electronically or U.S. mail) not less than ten (10) days prior to the date on which the vote is taken. A majority of the members voting is necessary for the adoption of an amendment.

Approved by members 7/13