

# DUBLIN CHAMBER OF COMMERCE – BYLAWS

## **ARTICLE 1 GENERAL PROVISIONS**

### Section 1. NAME

This organization is incorporated as a non-profit corporation under the laws of the State of Ohio, with its principal office located in Dublin, Ohio, and shall be known as the Dublin Chamber of Commerce, Incorporated.

### Section 2. PURPOSES

The Dublin Chamber of Commerce is organized to achieve the objectives of:

- A. Encouraging business and community growth and development by: Promoting programs designed to strengthen the potential of businesses within the area; promoting programs of civic, social and cultural nature which are designed to increase the functional and esthetic values of the community, and discovering and recommending appropriate action on issues and problems which prevent business expansion and community growth.
- B. Preserving the competitive enterprise system of business by: Creating a more informed business and public opinion regarding city, county, state and national legislative affairs.

### Section 3. AREA

The area served shall include the area within, and the surrounding economic region, the Dublin City School District, and the municipality of Dublin, Ohio.

### Section 4. LIMITATIONS

The Chamber shall be nonprofit, nonsectarian, nonpartisan, and shall not support or oppose any candidate for elected, public office. However, the Chamber may take a nonpartisan position on issues important to the continual expansion and growth of the community.

#### Endorsement Policy:

Any issue brought before the Board would require a simple majority vote of those in attendance as to whether the issue warranted the Chamber's involvement.

Assuming an affirmative vote, a simple majority vote of those in attendance would be required as it relates to how and when to deal with the specific issue.

Finally, the position to be adopted by the Dublin Chamber of Commerce must be approved by twelve (12) affirmative votes prior to dissemination. Dissemination could include: Written

press releases, e-mail communications, media announcements, or any other means deemed appropriate.

#### Section 5. AFFILIATION

The Chamber may join and participate in the activities of, but not limited to, the Greater Columbus Chamber of Commerce, the Central Ohio Council of Chambers, the Ohio Chamber of Commerce, and the United States Chamber of Commerce.

## **ARTICLE II MEMBERSHIP**

#### Section 1. ELIGIBILITY

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

#### Section 2. ELECTION FOR MEMBERSHIP

Applications for membership may be in writing, submitted electronically online, or called in over the telephone. The Chamber will notify the member of their listing information and membership obligations. Election of members shall be by a majority vote of the Board of Directors. Any applicant so elected shall become a member upon initial payment of the regularly scheduled membership dues. Membership shall continue until the member business provides written notice to the Chamber requesting cancellation of their membership.

#### Section 3. DUES

Annual membership dues shall be payable upon receipt of a membership renewal invoice. This invoice will be sent the middle of the month prior to the month that the member originally applied for membership. For example, if the membership was first applied for in August, it will be invoiced mid-July of the following year.

#### Section 4. TERMINATION

A. Any member may resign from the Chamber upon notice to the Board of Directors.

B. Any member, after being sent notice of delinquency, may be dropped from the membership upon the discretion of Chamber staff or the Board of Directors, even if written notification was not provided to the Chamber.

C. Any member may be dropped from the membership by a majority vote of the Board of Directors in attendance, at a regularly scheduled meeting thereof, for conduct unbecoming of

a member or prejudicial to the aims or repute of the Chamber, after notice of the complaint and opportunity for a hearing are afforded the member.

#### Section 5. VOTING

Each association, corporation, partnership and estate shall designate one member per company, who shall be the only individual entitled to cast the vote of such member. The written designation of the voting representative of each member will be the main Chamber business contact.

#### Section 6. ORIENTATION

At regular intervals, orientation on the purposes and activity of the Chamber shall be conducted by the Dublin Chamber for the following groups: New directors, officers, committee chairperson, committee and new members.

#### Section 7. HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

### **ARTICLE III MEETINGS**

#### Section 1. ANNUAL BUDGET PRESENTATION

The Annual Budget Presentation shall be held each year. The time and place shall be fixed by the Board of Directors and notice thereof communicated to the member.

#### Section 2. ADDITIONAL MEETINGS

- A. In addition to the Annual Budget Presentation, general meetings of the Chamber may be called by the Executive Director at any time. At least eight (8) general meetings of the membership shall be held during each fiscal year.
- B. Notice of any general meeting shall be given to each member.
- C. Meetings of the Board of Directors may be called by the President or Executive Director, or upon written application signed by any three members of the Board. Notice of every meeting of the Board of Directors shall be given to each Officer and Executive Director at least five days prior to such meeting.

D. Committee meetings may be called by the President, or a Committee Chairperson **and** Chamber staff member may together arrange for a committee meeting.

### Section 3. QUORUMS

A. At any Annual Budget Presentation or general meeting of the Chamber, the attendees shall constitute a quorum and conduct business by a majority vote.

B. At any meeting of the Board of Directors, a majority of the members of the Board in attendance on the day of such a meeting shall constitute a quorum, unless dealing with Section 4 Limitations of this document.

## **ARTICLE IV BOARD OF DIRECTORS**

### Section 1. COMPOSITION OF THE BOARD

The Board of Directors shall be composed of eighteen members of the Chamber, including the President, President-Elect, Vice President, Treasurer, Ex-officios from Dublin City School District and from the City of Dublin, the Chamber Executive Director (or a Chamber staff member as appointed by the Executive Director), and eleven Members-at-Large. All members of the Board of Directors shall be members in good standing at the time of their nomination and during their term of office.

### Section 2. SCOPE OF AUTHORITY

Except for those matters which are expressly reserved for decision by vote of the general membership, the management, government, 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.

### Section 3. MANAGEMENT AND PERSONNEL

The Board of Directors will appoint the position of Executive Director, and any other administrative staff positions considered necessary for the efficient management of the Chamber. The Executive Director shall fix all terms related to the performance of the duties assigned to each such position, with the exception of the position of the Executive Director, which will report directly to the Board.

### Section 4. TERMS OF OFFICE

- A. The term of office of all members of the Board of Directors shall commence on the first day of August, and they shall serve for a period of one year, or until their successors are elected and installed.
- B. Persons elected to the office of Member-at-Large shall not serve more than three (3) consecutive terms in that office.
- C. Officers shall not serve more than two (2) consecutive terms in each respective office, nor more than a total of six (6) consecutive terms in any officer position.
- D. That person elected to the office of President-Elect shall serve a term of one year in such office, and shall be advanced automatically into the office of President for the next succeeding year. A person nominated as President-Elect shall not have served longer than four (4) consecutive terms as any officer at the time that person is nominated for the office of President-Elect.
- E. Upon completion of the term as President, the Past President may be nominated as a Member-at-Large for no more than one (1) term.
- F. The Treasurer should serve a minimum of a two (2) year term.

#### Section 5. VACANCIES

- A. A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board shall be dropped automatically from membership on the Board, unless otherwise decreed thereafter by a majority of the members of the Board at any regular meeting.
- B. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote of the remaining members; provided, however, a vacancy in the office of President may be filled only by the person holding the office of President-Elect, unless such a person declines the appointment, and a vacancy in the office of President-Elect shall be filled through a special election which shall be conducted according to the same procedure provided for regular nominations and elections under Article V. Such a special election shall be completed within forty-five days from the date the vacancy occurs in such office.

#### Section 6. EXECUTIVE COMMITTEE

During the interim between regular meetings of the Board of Directors, the Executive Committee shall act for and on behalf of the Board of Directors, but shall be accountable to the Board for its actions. The Executive Committee shall be composed of the President, President-Elect, Vice-President, Treasurer, and the Executive Director (or a Chamber staff member as appointed by the Executive Director). The President shall serve as Chairperson. All business shall be conducted by a vote of the majority of the members of the Executive Committee.

## **ARTICLE V ELECTIONS**

### Section 1. ELIGIBILITY

Any member of the Chamber in good standing is eligible for nomination and election to the Board of Directors; provided, however, no person shall hold office as a Member-at-Large on the Board for a continuous period greater than three consecutive terms.

### Section 2. NOMINATING COMMITTEE

A. The Nominating Committee shall consist of the immediate Past President, current President, President-Elect, Executive Director (or a Chamber staff member as appointed by the Executive Director), and the current Businessperson of the Year. In the event of a vacancy in the office of President-Elect, the President shall serve as Chairperson of the Committee.

B. Prior to the twenty first day of May, the Nominating Committee shall present to the Board a slate of the names of candidates nominated for the following offices: One for President-Elect, one for Vice-President, one for Treasurer, and thirteen for Member-at-Large. As part of its report, the Nominating Committee also shall certify that each candidate is an active member in good standing and has expressly agreed to accept the responsibilities of office.

C. Upon receipt of the report of the Nominating Committee, the President shall notify the membership of the names of the persons nominated. The notice also shall contain an explanation of the right of nomination by petition as provided in Section 3 of Article V.

### Section 3. NOMINATION BY PETITION

The names of additional candidates for any position of the Board of Directors may be placed in nomination by written petition bearing the genuine signatures of at least five members of the Chamber in good standing. Such petition shall be filed with any member of the Nominating Committee on or before noon three business days prior to the June meeting of the membership. Upon receipt of a nominating petition, the Nominating Committee immediately shall investigate, verify, and report to the President in writing that the persons nominated are members in good standing and have expressly agreed to accept the responsibilities of office.

### Section 4. ELECTION

A. If a nominating petition is not filed within the designated period, the nominations shall be closed and the slate of candidates nominated by the Nominating Committee shall be declared elected by the President.

B. If a "Nomination by Petition" per Article V, Section 3, presents additional valid candidates, the names of all candidates shall be arranged on a ballot in alphabetical order for each office. The President shall distribute this ballot to all members in good standing at the regular meeting of the membership. All ballots shall be marked and returned to the Chamber President at the meeting. All ballots shall be counted at the meeting and the candidates receiving the greatest number of votes shall be elected for each office.

## **ARTICLE VI OFFICERS**

### **Section 1. DUTIES OF OFFICERS**

A. **President:** The President shall serve as the executive head of the Chamber and shall preside at all meetings of the Membership, Board of Directors, and Executive Committee, and select and appoint the chairpersons and personnel of all Committees.

B. **President-Elect:** The President-Elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The President-Elect shall serve as Chairperson of the Planning Committee, which shall be a standing committee with the Chamber, and planning the direction of future activities, being alert at all times to assure that the activities of the Chamber are directed toward achieving the purposes of the Chamber as provided in Section 2 of Article I. The President-Elect also shall serve as Chairperson of the Nominating Committee.

C. **Vice-President:** The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of both the President and President-Elect. The Vice-President shall be Chairperson of the Program Committee, which shall be responsible for planning and arranging the educational and entertainment programs for meetings of the general membership.

D. **Treasurer:** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber, and for their proper disbursement in accordance with the annual budget. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Executive Director or in the absence of the Executive Director, by either the President, or the Treasurer, or a Chamber staff member as appointed by the Executive Director and approved by the Treasurer. Two (2) signatures are required on checks written for over five thousand dollars (\$5,000.00) if it is not a budgeted item and/or documented in the Board of Directors meeting as an approved expense. The Treasurer shall cause a monthly financial statement to be made in writing to the members of the Board of Directors at board meetings; and an annual proposed budget to be made in writing to the general membership prior to the Annual meeting.

E. **Executive Director:** The Executive Director shall be the chief administrative officer of the Chamber. The Executive Director also shall serve as Secretary of the corporation and shall be responsible for the preparation of minutes of all meetings of the Board of Directors and the Executive Committee, and the communication of all meetings of the general

membership and Board of Directors. The Executive Director shall perform such additional duties as are assigned to the position by the Board of Directors. The Executive Director shall be a voting member of the Board of Directors and the Executive Committee and shall be a non-voting member of all other committees of the Chamber.

## **ARTICLE VII COMMITTEES**

### **Section 1. STANDING COMMITTEES**

The appointments of personnel to all standing committees shall be made and announced by the President on or before the first day of August each year. The standing committees of the Chamber shall be the following:

- A. Planning Committee: the President-Elect shall be the Chairperson.
- B. Program Committee: the Vice-President shall be the Chairperson.
- C. Nominating Committee: the President-Elect shall be the Chairperson.
- D. Development Committee: the President appoints this Committee Chairperson.
- E. Membership Committee: the President appoints this Committee Chairperson who works with Chamber staff and Ambassador Club members.

### **Section 2. SPECIAL COMMITTEES**

The Board of Directors, or the President with the approval of the Board of Directors, may create and assign duties to any special committees as the need arises. The existence of all special committees shall terminate on the fifteenth day of July each year, and thereafter any special committee may be continued, reorganized, or staffed only after further affirmative approval by the Board of Directors.

## **ARTICLE VIII FINANCES**

### **Section 1. ACCOUNTS**

All money received by the Chamber shall be placed in a general operating fund. Surplus funds not obligated through the current year's budget shall be held in such separate reserves as are approved by the Board of Directors and meet the guidelines of the investment policy.

### **Section 2. DISBURSEMENTS**

Upon approval of the annual budget, and any subsequent amendments thereto, the Board of Directors is authorized to approve disbursements on accounts and expenses provided for in the budget without additional approval of the general membership.



### Section 3. FISCAL YEAR

The fiscal year of the Chamber shall be from the first day of January through the last day of December.

### Section 4. ANNUAL BUDGET

After installation of the new Board of Directors and Officers, the Executive Committee shall compile a budget of estimated expenses for the coming fiscal year and shall submit it to the Board of Directors for approval at the Board's regular meeting in September/October. The proposed budget as approved by the Board of Directors, together with a financial statement showing assets and liabilities of the Chamber as prepared by the Treasurer, shall be communicated to all members in good standing with the notice of the Annual Budget Presentation. At the Annual Budget Presentation the annual budget shall be approved by a majority vote of those members in good standing in attendance at such meeting.

### Section 5. BUDGET Revisions

The Board of Directors shall have authority to approve revisions of revenue and expense items approved in the annual budget.

### Section 6. REVIEW OF ACCOUNTS

The Accounts of the Chamber are reviewed monthly by the Chamber's Treasurer. A report of the review shall be submitted to the Board of Directors during a regular board meeting. The Board may request an audit at their discretion.

### Section 7. BONDING

The Board of Directors may designate Chamber staff and board members to be bonded by a sufficient fidelity bond in an amount set by the Board, and the premium shall be paid by the Chamber.

## **ARTICLE IX RULES OF PROCECDURE**

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 not inconsistent with the Bylaws of the Chamber.

## **ARTICLE X**

## **AMENDMENTS**

These Bylaws may be amended or altered by a majority of those members present at any Annual Budget Presentation or a General Meeting of the membership. Any proposed amendments or alterations shall be communicated to the general membership. The effective date of any amendment shall be the date of the meeting at which the amendment is approved by the membership.

## **ARTICLE XI**

### **EFFECTIVE DATE**

These Bylaws shall replace and supersede entirely all rules for the government of the Dublin Chamber of Commerce adopted previous to the effective date of these Bylaws. These Bylaws shall become effective immediately upon the date they are adopted at a general meeting of the membership.

### **CERTIFICATE OF ADOPTION**

The undersigned hereby certifies that the above Bylaws were properly adopted by a majority of the members in good standing who were present at a meeting of the general membership on the 16 the day of December, 2010.

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Margery S. Amorose  
Executive Director, Dublin Chamber of Commerce

### **MISSION STATEMENT – DUBLIN CHAMBER OF COMMERCE**

The Dublin Chamber of Commerce is a voluntary organization made up of business and professional people working together in a planned manner, and whose mission is to promote business, assist community development and advance human resources.