

BEAVERCREEK CHAMBER OF COMMERCE, INCORPORATED

BY-LAWS



ARTICLE ONE - GENERAL

I. Name

This organization is incorporated under the laws of the State of Ohio and shall be known as the Beaver Creek Chamber of Commerce, Incorporated. This organization is incorporated as a not for profit, nonpartisan, and nonsectarian organization under the laws of the State of Ohio and shall be known as the Beaver Creek Chamber of Commerce, Incorporated and shall maintain its official place of business in Beaver Creek, Ohio. (hereinafter Chamber for purposes of this document)

II. Purpose of the Chamber

The Beaver Creek Chamber is organized to advance the general business community by;

- A. Contributing to economic development efforts for commerce, industry, and the professions and by maintaining and strengthening a healthy business climate in Beaver Creek, Ohio.
- B. Advocating for a strong economic business climate for our member and promoting a free market atmosphere in the local, state, and national governmental levels.
- C. Providing members with value- added services, networking, and promotional opportunities.
- D. Providing Members with the opportunity to participate in furthering the purpose of the Chamber to improve the business climate in the Beaver Creek Community.

ARTICLE TWO MEMBERSHIP

I. Eligibility

Any individual, association, and/or business entity having an interest in the purpose of the Chamber shall be eligible to apply for membership.

II. Membership Application

Those interested in applying for membership shall submit an application form approved by the Board of Directors in writing or through the Chamber website included with the proper membership fee to the Chamber office. The Chamber Executive Committee shall review all applications and submit them to the Board of Directors at the next regularly scheduled Board Meeting with its recommendation as to whether the application should be granted or denied. Approval of applicants for admission to membership shall be made only upon a majority vote of the Board of directors so long as a quorum is present. A quorum of the Board shall be defined as a majority of the Board Members. In the event that an application is rejected by the Board the individual or business entity seeking membership shall receive a full refund.

III. Dues

Membership Dues shall be set by the Board of Directors and shall be payable annually. Payment of Dues may be divided into equal installments bi-annually, quarterly, or monthly, at the Members discretion subject to Chamber approval.

IV. Resignation by member

Any member may resign from the Chamber at any time upon written request made to the Board of Directors. Any fees paid shall not be refunded to the member.

V. Removal of Members by the Board of Directors

A. Non-payment of Dues

Any member whose dues are more than ninety (90) days past due shall be removed as a member upon a two-thirds (2/3) vote of all Board Members in attendance at a regularly scheduled Board Meeting so long as a quorum is present unless otherwise extended by the Board of Directors.

B. Removal for Cause

Any member may be removed for cause from membership by a two-thirds (2/3) vote of the Board of Directors at any regularly scheduled Board Meeting so long as a quorum is present. Removal for cause may occur if the member has engaged in conduct unbecoming a member or prejudicial to the mission and purpose of the Chamber. Any member who is facing removal for cause shall be notified in writing by the Board Chair mailed to the address on file for the member. The member facing removal shall then have fourteen (14) days starting with the date of mailing by the Board Chair in which to provide a written response. The Board Chair shall then cause the issue of removal to be placed on the agenda for the next regularly scheduled Board Meeting. The Member facing removal shall have an opportunity to address the Board to show cause as to why removal should not be approved. In the event that the next regularly scheduled board meeting is less than (5) days that the item can be placed on the following months agenda.

VI. Voting

A. Process of Voting

Each membership shall be entitled to cast one vote for any item in which member voting is permitted. Voting may be permitted by mail, email, fax, online ballot or by any other means approved by the Board of Directors. Voting results shall be ratified in the minutes at the next regularly scheduled Board Meeting so long as a quorum is present.

B. Designation of Individual with Right to Vote

Any individual, association, corporation, or business entity holding membership may nominate an individual within that entity, whom the holder desires to exercise the voting privilege covered by its membership subscription. The member may change this nomination anytime upon written notice.

VII. Life Membership

Any member may become a lifetime member by contributing an amount equivalent to fifteen (15) years of dues in any single year. Such payment results in a Life Membership in the appropriate category and requires no further payment of dues subject to Board approval.

ARTICLE THREE – MEETINGS

I. Annual Meeting

The annual meeting of the Beavercreek Chamber of Commerce shall take place at a time and location as the Board of Directors may designate. Notice thereof shall be announced (by mail, email, fax or other means of communication [**determined by a majority of the Board of Directors**]) to each member not less than ten (10) days prior to the date of such meeting.

II. Other Meetings

Meetings open to the full membership of the Chamber of Commerce may be called by the Board Chair at any time, or upon petition in writing (by mail, email, fax or other means of communication) submitted by thirty (30) members or more in good standing.

- A. Notice of full membership (must be announced by mail, telephone, email, fax or other means of communications) to all members in good standing at least ten (10) days prior to such meetings taking place.
- B. Board meetings and/or an Executive Session may be called by the Board chair or by the Board of Directors upon written application (by mail, email, fax or other means of written communication) of at least five (5) members of the Board. Notice (including the purpose of the meeting) shall be given to each Board director at least one (1) day prior to said meeting taking place.
- C. Committee meetings may be called at any time by the Board Chair or by the committee chair.

III. Quorum

At meetings open to the full membership of the Chamber, thirty (30) members shall constitute a quorum. A majority of Directors shall constitute a quorum of the Board of Directors. At Committee Meetings a majority shall constitute a quorum except when a Committee consists of more than nine (9) members, then five (5) members shall constitute a quorum.

IV. Executive Session

The Board shall be permitted to enter a closed door executive session upon motion made by the Board Chair and approved by two Board members or upon the motion of any Board member and approved by two other Board Members. All non-board member's shall be asked and required to leave while the executive session is in session and permitted to re-enter upon the expiration of the executive session. All employee disciplinary matters and employee concerns except salary and benefits shall be handled in executive session. A record of the minutes of the executive session shall be kept by an executive committee member in attendance at

the meeting and kept separately from the general meeting minutes. Minutes from an executive session will not be made public.

ARTICLE FOUR – BOARD OF DIRECTORS

- I. Purpose of the Board of Directors is to be responsible for formulating the policies and procedures of the Chamber in accordance with the bylaws and goals of the Chamber. The Board of Directors shall be responsible for the government and policy-making responsibilities of the Chamber. The Board of Directors shall be responsible for the Chamber finances and direct the affairs of the Chamber

- II. Duties of the Board of Directors
 - A. Determine and support the Chamber mission
 - B. Support the needs of the Chamber members (hereinafter “Members”) in accordance with the Chamber bylaws and mission statement
 - C. Establish and update the Chamber bylaws as permitted therein
 - D. Establish Chamber Policies and Procedures Manual and review the Policies and Procedures not less than bi-annually
 - E. Establish and monitor all programs and services of the Chamber
 - F. Enhance and promote the public image of the Chamber
 - G. Approve or reject the as needed an annual budget, which shall be submitted by the Executive Committee, for the Chamber and monitor the income and expenses in accordance with the budget, bylaws, and the mission of the Chamber.
 - H. Shall sign and comply with the Chamber Code of Conduct
 - I. Shall sign and comply with all Document Retention Policies of the Chamber
 - J. Approve or reject the Hiring and Firing of the CEO/President from the recommendations of the Executive Committee
 - K. Shall be responsible for the finances of the Chamber.

- III. Composition of the Board of Directors

The Board of Directors shall be composed of fifteen (15) members in accordance with Article IV Section 1 of the Beavercreek Chamber of Commerce, Inc bylaws. The fifteen (15) member Board shall consist of not more than four (4) Officers and eleven (11) General Board Members. Officers shall include: Board Chair, Vice Board Chair, Past Board Chair, and Treasurer.

 - A. Board Chair

The Board Chair shall preside over all meetings and shall conduct the business of the Chamber for a term of one (1) year. The Board Chair has the right to require reports from all committees and subcommittees.
 - B. Vice Board Chair

The Vice Board Chair shall be elected for a term of one (1) year and shall perform all the duties of the President in their absence. The Vice Board Chair shall become Board Chair after the expiration of their term as Vice Board Chair.
 - C. Past Board Chair

The Past Board Chair shall be appointed for a term of one (1) year following their term as Board Chair.

D. Treasurer

The Treasurer shall review all financial records and documents as they relate to the Chamber.

E. General Board Members

General Board Members shall be responsible for all duties outlined in Section III (B) of this Manual and the Chamber bylaws.

F. Term

Members of the Board of Directors shall be elected to serve for a three (3) year term or until their successor is elected or appointed in accordance with the bylaws. Board members may be elected for not more than two (2) consecutive three (3) year terms unless otherwise provided in this section. A one (1) year Board absence is required after the second (2nd) three (3) year term unless otherwise provided in this section. At the conclusion of the one (1) year board absence the member shall be eligible to run for a Board position. Members shall be permitted to serve as a committee chair or as committee member during the one (1) year absence. In the event that a person is elected or appointed to the Vice Board Chair in the second or third year of that Board Members term the term shall be extended for a period not to exceed two years for the purposes of allowing that Member to become Board Chair in the first year following their election or appointment as Vice Board Chair and to become the Past Board Chair in the second year following their election or appointment as Vice Board Chair. [This section shall take effect for all consecutive terms beginning January 1, 2014]

G. Selection and Election of Members to the Board of Directors By General Election

1. Nominating Committee: The Board Chair shall appoint a Nominating Committee consisting of five (5) members. The Vice Board Chair shall be appointed as chair person. Two members shall be appointed each year to serve two-year terms. Other than the Vice Board Chair, members of the nominating committee may not serve concurrently on the Board of Directors.
2. Prior to September 15th, the Nominating Committee shall present to the Board Chair a slate of at least five (5) candidates, but no more than twice the number of open board positions to serve three-year terms, to replace Directors whose terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship.
3. Publicity of Nominations: Upon receipt of the report of the Nominating Committee, the Board Chair shall immediately notify the membership of the names of persons nominated as candidates for Directors.
4. Determination: The names of the candidates shall be arranged on a ballot in alphabetical order. This will be done at the General Membership meeting in October or at other times and places designated by the Board of Directors. The ballots shall be marked in accordance with instructions printed on the ballot.

5. The Board Chair shall appoint a committee of five judges who are not members of the Board of Directors or candidates for election, to declare those with the greatest number of votes as elected.

IV. Removal from the Board

A. Mandatory Removal

The following circumstances shall result in a Member of the Board of Directors being removed from the Board.

1. Any member of the Board of Directors who has three (3) consecutive unexcused absences from regular Board meetings shall be notified in writing by the Board Chair of their removal from the Board of Directors. An unexcused absence shall result when a Board Member fails to notify the Chamber Staff in advance of their absence from a regularly scheduled meeting of the Board of Directors.
2. Any member of the Board of Directors who is convicted of a felony offense, drug related offense, theft related offense, or any criminal offense involving moral turpitude shall be removed. Any Board Member subject to mandatory removal shall have their removal submitted to a vote at the next regularly scheduled Board Meeting. Removal shall occur upon a majority vote of the Board Members so long as quorum is reached as defined by the bylaws. (i.e. A majority of the members of the Board are present) The Board Member whose removal is being sought shall have a right to make a statement and present evidence as to why a mandatory removal is not warranted.

V. Discretionary Removal

- A. Any member of the Board of Directors who is accused of violating the Code of Conduct shall be notified in writing by the Board Chair of their removal from the Board of Directors. The accused Member then has the right to present evidence to the Board at the next regularly scheduled Board Meeting. Removal shall occur upon a majority vote of all Board Members present so long as quorum is reached.
- B. Any member of the Board of Directors who is accused of violating the Conflict of Interest Policy shall be notified in writing by the Board Chair of their removal from the Board of Directors. The accused Member then has the right to present evidence to the Board at the next regularly scheduled Board Meeting. Removal shall occur upon a majority vote of all Board Members present so long as quorum is reached.
- C. Conduct Unbecoming of a Board Member. Any Board Member who is accused of acting in a way that would negatively affect or circumvent the goals of the Chamber shall be notified in writing by the Board Chair of their removal from the Board of Directors. The accused Member then has the right to present evidence to the Board at the next regularly scheduled Board Meeting. Removal shall occur upon a majority vote of all Board Members present so long as quorum is reached.

VI. Resignation from the Board

Board member's seeking to resign prior to the expiration of their term shall be required to provide written notice to the Board Chair of their intent to resign. The Board chair shall then submit the resignation to the Board at the next regularly scheduled Board Meeting for approval or rejection. A resignation shall be approved upon a majority vote of all Board Members present so long as a quorum is reached.

VII. Filling of Board Vacancies

Vacancies on the Board of Directors shall be filled by appointment of the Board of Directors by a majority vote so long as a quorum is reached [at the next regularly scheduled Board Meeting. In the event that the vacancy occurs so near to the next regularly scheduled Board Meeting that the Nominating Committee does not have adequate time to make nominations the vote to fill the vacancy may be extended to the next regularly scheduled Board Meeting]. The Nominating Committee shall make recommendations to the Board of Directors for the purpose of filling such vacancies.

VIII. Succession of Officers:

A. Resignation or Removal of Board Chair

In the event that the Board Chair resigns or is otherwise removed from the position as Board Chair the Vice Board Chair shall immediately become the Board Chair and complete the term of the resigning or removed Board Chair.

B. Resignation or Removal of Vice Board Chair

In the event that the Vice Board Chair resigns or is otherwise removed from the position as Vice Board Chair the Treasurer shall immediately become the Vice Board Chair and shall complete the term of the resigning or removed Vice Board Chair.

C. Resignation or Removal of Treasurer

In the event that the Treasurer resigns or is otherwise removed from the position as Treasurer, nominations shall be opened up to the remaining members of the Board and a new Treasurer shall be elected at the next regularly scheduled board meeting.

D. Resignation or Removal of Past Board Chair

In the event that the Past Board Chair resigns or is otherwise removed from the position as Past Board Chair the position shall remain vacant until the following years Board Chair finishes the term as Board Chair.

IX. Code of Conduct

Each Member of the Board of Directors shall be required to sign a Code of Conduct at the time of application. Failure or refusal of a Member of the Board of Directors to sign the required Code of Conduct shall result in that Member being removed by the Chair from the Board of Directors. The original Code of Conduct signed by the Member shall be kept at the Chamber Office for the period prescribed by the Document Retention Policy.

X. Conflict of Interest

Each Member of the Board of Directors shall be required to sign a Conflict of Interest Policy (attached as Appendix B) by the first regularly scheduled Board Meeting following the election each year. Failure or refusal of a Member of the Board of Directors to sign the required Conflict of Interest Policy shall result in

that Member being removed by the Chair from the Board of Directors. The original Conflict of Interest Policy signed by the Member shall be kept at the Chamber Office for the period prescribed by the Document Retention Policy.

XI. Document Retention Policy

The Board of Directors shall be responsible for drafting, amending, and adopting a document retention policy that shall be attached as Appendix C of this document. Such policy shall be approved upon a majority of the Board Members present so long as a quorum is reached.

XII. Exofficio Members of Board of Directors

The City Manager of the City of Beavercreek, Beavercreek Township Administrator, Superintendent of Beavercreek Schools, and the Superintendent of the Greene County Career Center, shall be invited to become ex-officio members of the Board of Directors for the period he or she is appointed or holds the position of that Office. An ex-officio member may send a designee in their absence to any Chamber Meeting. Ex Officio's Members shall not be permitted to vote on any issue of the Chamber.

The Base Commander of Wright-Patterson Air Force Base shall be invite to attend or otherwise choose a designee to become an ex-officio member of the Board of Directors for the period designated by that Base Commander.

The Board has the right to appoint any other ex-officio members at its discretion upon approval by a majority vote of the Board so long as a quorum is present.

Ex Officio members shall not be entitled to vote at any Chamber Meeting or on any Chamber issue.

ARTICLE FIVE – EXECUTIVE COMMITTEE/OFFICERS

I. Purpose of the Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. The Board Chair shall serve as the chairperson. The President/CEO shall serve as a non-voting member of the Executive Committee.

II. Election of Officers

At the regular Board meeting in December, the Board of Directors shall elect a Vice-Board Chair and a Treasurer to serve a one (1) year term beginning said term beginning on the first regularly scheduled Board meeting in January in the year immediately following the election.

Prior to the December meeting in which the election shall occur, the Board Chair shall appoint the current Vice-Board chair, Immediate Past Board Chair, and the President/CEO to serve on a committee to nominate, at least one (1) but no more than two (2) candidates for the office of Vice-Board Chair and Treasurer. Such nominations shall be published in a notice given by the Board Chair to the full Board of Directors at least ten (10) days prior to the regular December meeting.

Nominations for additional candidates may be made from the floor at the December meeting. Such nominations shall require a seconded approval in order to be included on the ballot.

Voting shall be by the current members of the Board of Directors by written ballot and a majority vote of the ballots cast shall determine the individual to fill the position.

The Board Chair shall abstain from voting during the election. In the event that a tie occurs a second written vote shall be taken with the Board Chair casting the deciding vote.

III. Composition of the Executive Committee

The Executive Committee shall be composed of the Chair of the Board of Directors, Immediate Past Chair of the Board of Directors, Vice Chair of the Board of Directors, and Board of Directors Treasurer. The President/CEO shall serve as a non-voting member of the Executive Committee.

IV. Executive Committee Duties

- A. Coordinate with the President/CEO regarding Chamber operations and goals
- B. Draft, Implement, and Carry-out the Operational Procedure for staff in accordance with the bylaws, this Manual, and the Employee Handbook
- C. Coordinate with the President/CEO and Chamber staff on the day to day operations of the Chamber
- D. Manage and evaluate the President/CEO in accordance with this Manual and the Employee Handbook.
- E. Set goals, expectations, initiate employee review process, and propose salary/bonus of the President/CEO and all chamber staff to be presented to the Board of Directors for review and approval in accordance with the annual budget, Employee Handbook, Policies and Procedures, and Chamber by-laws
- F. Approval of President/CEO and all staff salaries shall be finalized by the end of November in order to be included in the annual budget for the following year.
- G. Establish and execute the organizations budget and day to day finances of the Chamber
- H. Establish the Code of Conduct for Board Members
- I. Establish the Code of Conduct for Chamber staff
- J. Establish and Enforce the Administrative Policies and Procedures and Employee Handbook in compliance with those documents, the Chamber bylaws, and in compliance with all state, federal, and local laws.
- K. Set goals, expectations, and approve salary and compensation provided it complies within the annual budget.

V. Duties of Officers

A. Board Chair

- 1. The Board Chair shall preside at all meetings of the membership, Board of Directors, and Executive Committee.
- 2. The Board Chair shall establish all Committees and select chairpersons of those committees subject to the approval of the Board of Directors.
- 3. The Board Chair shall serve as an ex-officio member on all standing committees.

B. Vice Board Chair

The Vice Board Chair shall succeed the Board Chair upon completion of the Board Chair's term and exercise the same powers and authority and perform the duties of the Board chair in the absence or disability of the Board Chair.

C. Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial

institutions approved by the Board of Directors. All Checks must be signed by any two of the following: The Treasurer, Board Chair, or the President/CEO. The Treasurer shall present a monthly financial report to the Board of Directors at the regularly scheduled Board Meeting and any Executive Committee Meeting. Biannually, the Treasurer will serve as the Chair of the Finance Committee.

VI. Vacancies on the Executive Committee

A. Succession of Officers:

1. Resignation or Removal of Board Chair

In the event that the Board Chair resigns or is otherwise removed from the position as Board Chair the Vice Board Chair shall immediately become the Board Chair and complete the term of the resigning or removed Board Chair.

2. Resignation or Removal of Vice Board Chair

In the event that the Vice Board Chair resigns or is otherwise removed from the position as Vice Board Chair the Past Board Chair shall immediately become the Vice Board Chair and shall complete the term of the resigning or removed Vice Board Chair. In the event that the vacancy occurs within two (2) months of the annual elections the Vice Board Chair seat shall remain vacant until the next election.

3. Resignation or Removal of Treasurer

In the event that the Treasurer resigns or is otherwise removed from the position as Treasurer, the Board Chair shall call an emergency board meeting within seven (7) days of the vacancy. Nominations shall be opened up to the remaining members of the Board and a new Treasurer shall be elected.

4. Resignation or Removal of Past Board Chair

In the event that the Past Board Chair resigns or is otherwise removed from the position as Past Board Chair the position shall remain vacant until the following years Board Chair finishes the term as Board Chair.

B. Removal of Executive Committee Members

1. Mandatory Removal

The following circumstances shall result in a Member of the Executive Committee being removed from the Committee.

- a. Any member of the Executive Committee who has three (3) consecutive unexcused absences from regular Board meetings shall be notified in writing by the Board Chair of their removal from the Executive Committee. An unexcused absence shall result when a Board Member fails to notify the Chamber Staff in advance of their absence from a regularly scheduled meeting of the Executive Committee.

- b. Any member of the Executive Committee who is convicted of a felony offense, drug related offense, theft related offense, or any criminal offense involving moral turpitude shall be removed
- c. Removal of a member of the Executive Committee from the Board of Directors shall result in the members removal from the Executive Committee
- d. Any member of the Executive Committee subject to mandatory removal shall have their removal submitted to a vote at the next regularly scheduled Board Meeting. Removal shall occur upon a majority vote of the Board Members so long as quorum is reached as defined by the bylaws. (i.e. A majority of the members of the Board are present)
- e. The Executive Committee Member whose removal is being sought shall have a right to make a statement and present evidence as to why a mandatory removal is not warranted.

C. Discretionary Removal

- 1. Any member of the Executive Committee who is accused of violating the Code of Conduct shall be notified in writing by the Board Chair of their removal from the Executive Committee. The accused Member then has the right to present evidence to the Board at the next regularly scheduled Board Meeting. Removal shall occur upon a majority vote of all Board Members present so long as quorum is reached.
- 2. Any member of the Executive Committee who is accused of violating the Conflict of Interest Policy shall be notified in writing by the Board Chair of their removal from the Executive Committee. The accused Member then has the right to present evidence to the Board at the next regularly scheduled Board Meeting. Removal shall occur upon a majority vote of all Board Members present so long as quorum is reached.
- 3. Conduct Unbecoming of an Executive Committee Member. Any Executive Committee Member who is accused of acting in a way that would negatively affect or circumvent the goals of the Chamber shall be notified in writing by the Board Chair of their removal from the Board of Directors. The accused Member then has the right to present evidence to the Board at the next regularly scheduled Board Meeting. Removal shall occur upon a majority vote of all Board Members present so long as quorum is reached.

D. Filing of Vacancies of the Executive Committee

Any vacancy of any position of the Executive Committee shall be filled in accordance with this document.

E. Code of Conduct

Each Member of the Executive Committee shall be required to sign a Code of Conduct by the first regularly scheduled Board Meeting following the election each year. Failure or refusal of a Member of the Board of Directors to sign the required Code of Conduct shall result in that Member being removed by the Chair from the Board of Directors. The original Code of Conduct signed by the Member shall be kept at the Chamber Office for the period prescribed by the Document Retention Policy.

F. Conflict of Interest

Each Member of the Executive Committee shall be required to sign a Conflict of Interest Policy by the first regularly scheduled Board Meeting following the election each year. Failure or refusal of a Member of the Board of Directors to sign the required Conflict of Interest Policy shall result in that Member being removed by the Chair from the Board of Directors. The original Conflict of Interest Policy signed by the Member shall be kept at the Chamber Office for the period prescribed by the Document Retention Policy.

ARTICLE SIX – PRESIDENT/CEO

I. Purpose of the President/CEO

The President/CEO is responsible for the day to day operations of the Chamber and shall report to the Board of Directors and Executive Committee as outlined in this Policies and Procedures Manual, The Beavercreek Chamber of Commerce By-laws, and the Chamber Employee Manual. The President and CEO shall be managed by the Executive Committee.

II. Duties of the President/CEO

- A. Responsible for the day to day operations of the chamber
- B. Responsible for implementing policies as assigned by the Executive Committee
- C. Manage the property, business, and affairs of the chamber
- D. Perform all duties as assigned by the Board of Directors
- E. Manage all fiscal matters, including submission of an annual budget for approval by the Board of Directors.
- F. Supervise and maintain all records regarding the Chamber in accordance with Chamber Policies and Procedures
- G. Prepare monthly statements on income and expenses in accordance with the annual budget.
- H. Employ and supervise all staff necessary to carry on the work of the Chamber, including hiring, terminating, disciplining, and evaluating Chamber employees as necessary in compliance with the Chamber Employee Handbook and all other laws.

- III. Resignation of the President /CEO
The President /CEO shall immediately notify the Executive Committee of intent to resign.
- IV. Termination of President/CEO
The President/CEO may be terminated by the Board of Directors upon a majority vote of the Board of Directors at a regularly scheduled meeting so long as a quorum is reached.
- V. Conflicts of Interest of President/CEO
The President/CEO shall immediately notify the Executive Committee in writing of any potential conflict of interest that may occur regarding the President/CEO.

ARTICLE SEVEN - COMMITTEES

- I. Appointment and Authority
The Board Chair, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons and may appoint such ad hoc committees and their chairpersons as he/she deems necessary to carry out the goals and objectives of the Chamber. Appointments shall not exceed the term of the appointing Board Chair, unless extended as required by the particular mission or mandate of the committee.

It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.
- II. Limitation of Authority
No action by any member, committee, division, employee, Director, or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it has first been approved or ratified by the Board of Directors.

Committees shall be disbanded by the Board Chair when their particular mission or mandate has been completed and their final reports accepted, or when in the opinion of the Board of Directors, it is deemed necessary to otherwise disband the committee for any reason.
- III. Communications
Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson or the chairperson's designee to communicate to, or make presentations before civic and governmental agencies. The President/CEO may also communicate a position previously approved by the Board of Directors.

ARTICLE EIGHT - FINANCES

- I. Funds
All funds received by the chamber shall be under the control of the Board of Directors.

II. Finance Committee

The Board Chair shall appoint a Finance Committee consisting of five (5) members. The incoming Treasurer will chair the finance committee through their term as Treasurer and serve the following year as an ex-officio member. Two Chamber members shall be appointed to serve two-year terms, and the remaining members shall consist of the serving Board Chair and President/CEO.

III. Chamber Financing and Funding

The Beavercreek Chamber of Commerce is financed by the payment of member's dues and donations by members and other sources.

A. Annual Budget

1. The President/CEO, Board of Directors, and Executive Committee shall all work together to prepare an annual budget for the operation of the Chamber.
2. The annual budget shall be prepared by the President/CEO and submitted to the Executive Committee for approval before being submitted to the Board of Directors.
3. A budget shall be approved by the Board of Directors upon a majority vote of the Board so long as a quorum is reached
4. A revised budget may be drafted as necessary and approved by a majority vote of the Board so long as a quorum is reached.

B. Budget Controls

1. No expenditure not included within the annual budget which exceeds 3% but is less than 5% of the annual budget shall be permitted unless approved in advance by the Executive Committee by the majority vote so long as a quorum is reached prior to any expenditure. Any expenditure requiring Executive Committee approval shall be submitted in writing by the President/CEO for approval pursuant to this section.
2. No expenditure not included within the annual budget which is 5% or more of the annual budget shall be permitted unless approved in advance by the Board of Directors by the majority vote so long as a quorum is reached prior to any expenditure. Any expenditure requiring Board approval shall be submitted in writing by the President/CEO for approval pursuant to this section.

IV. Fiscal Year

The fiscal year for the Chamber shall begin on January 1st of each year and end on December 31st of each year.

V. Financial Review

The accounts of the Chamber of Commerce shall be reviewed annually in conjunction with the annual tax preparation by a certified public accountant. The financial review report shall be presented to the Board of Directors for approval at the next regularly scheduled Board meeting.

VI. Administration

The Beavercreek Chamber of Commerce acts as administrator for the funds related to both the Ambassador's Club and Beavercreek Young Professionals. The Chamber only acts as administrator and makes no decision in the disbursement of these funds.

ARTICLE NINE - DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds then remaining in any financial accounts shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE TEN – PARLIAMENTARY PROCEDURE

The current edition of "Roberts Rules of Order" shall be the determinative source of authority in the resolution of all questions of parliamentary procedure as long as such rules are not inconsistent with the Charter or By-Laws of the Chamber.

ARTICLE ELEVEN - AMENDMENTS

These By-Laws may be amended or revised by a two-thirds (2/3) vote of the Board of Directors. All proposed amendments or revisions shall be submitted to the Board of Directors in writing, and communicated to the General Membership at least ten (10) days prior to the meeting at which they are to be acted upon. Any member in good standing with questions or concerns regarding these changes may address the Board at said meeting in person or in writing.

ARTICLE TWELVE – CONFLICT OF INTEREST

I. Duty to Disclose

In connection with any conflict of interest, an interested person must disclose the existence of the conflict and be given the opportunity to disclose all material facts to other the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

II. Procedures for Addressing the Conflict of Interest

- A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest.
- B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C. After exercising due diligence, the governing board or committee shall determine whether the Beavercreek Chamber of Commerce can obtain with reasonable efforts a more

advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Beaver Creek Chamber of Commerce's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

II. Violations of the Conflicts of Interest Policy

- A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.