

**BYLAWS  
OF  
THE HUDSON AREA CHAMBER OF COMMERCE  
Revised 05/01/2013**

**ARTICLE I – NAME**

The name of this organization shall be The Hudson Area Chamber of Commerce.

**ARTICLE II – MISSION STATEMENT**

- A. The Hudson Area Chamber of Commerce will lead the effort to establish, promote, support and advocate for a positive environment for the development and success of business.
- B. Chamber objectives include:
  - 1. Developing and sponsoring aggressive and dynamic programs which fully utilize human and economic resources of the area.
  - 2. Providing creative business and professional leadership.
  - 3. Coordinating interested parties in solving community problems and initiating constructive action.
  - 4. Building a community in which all the residents have good educational, health and recreational opportunities in a quality environment.

**ARTICLE III – MEMBERSHIP**

- A. Membership for this organization shall be in four general classifications.
  - 1. Business Membership
    - a. Any business with a home office or branch office, retail outlet, or any other place of business in the Hudson area interested in furthering the mission of the Chamber of Commerce as set forth in these bylaws is eligible for membership.

- b. Any cultural, social, religious, governmental, political or educational official or body is eligible for membership.
- c. Each business membership entitles the designated person to one vote.

2. Honorary Membership

Honorary membership may be granted as determined by the Board and shall include persons designated as Director Emeritus. Honorary members will hold all membership privileges (except voting) and shall be exempt from dues.

3. Individual Membership

- a. Any person interested in and wishing to promote the mission of the Hudson Area Chamber of Commerce is eligible for membership by paying the dues established by the Board of Directors.
- b. Individual members shall hold full voting privileges in the Chamber.

B. Procedure

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. An applicant shall become a member upon payment of dues as determined by the Board of Directors.

C. Voting

In any proceeding calling for voting by the membership, each member as indicated above shall be entitled to one vote.

D. Termination

- 1. Any member may resign from the Chamber upon written notice to the Board of Directors.
- 2. Any member will be expelled three calendar months after invoicing if the annual dues remain unpaid, unless such time is extended for good cause by the Board.

3. Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors for conduct unbecoming a member or conduct prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing has been provided.

## **ARTICLE IV – BOARD OF DIRECTORS**

### A. Power and Authority

The Board of Directors shall determine the policies and carry out the objective of the Chamber and shall create and designate such committees, as it deems necessary to accomplish its goals. Any Director has the authority to make a motion to call a vote of the Board in regard to a specific issue. A motion requires a majority vote to pass. A tie is not a majority, therefore such a motion doesn't pass.

### B. Elected Directors

1. The Board shall consist of a minimum of 9 and no more than 11 elected Directors.
2. Each elected Director shall be a member of the Chamber in good standing.

### C. Term

No person shall serve more than two consecutive three-year terms, but shall be eligible for election after one year off the Board. An automatic extension of a one-year term will be provided in the event the Chairman of the Board's reigning year ends up being their final year or expiration of term. The Chairman shall serve as the "Past Chairman" for that year.

When a Director is appointed to fill a vacant seat during the year, the person's full term will officially begin January 1<sup>st</sup> of the following year.

### D. Nominating Committee and Election of Board Members

1. The Nominating Committee shall consist of either the current Board Chairman *or* Board Vice-Chairman, a Board member who is not an officer, and two (2) members in good standing who are not Board members. The ***President*** shall serve as a non-voting member of the nominating committee. No member of the Nominating Committee is eligible for election.

2. The determination of the two general membership members of the Nominating Committee shall be made by election at the June or July meeting of the Board.
3. Any Chamber member may recommend persons for consideration as Directors to the Board.. The Committee shall also review current Board membership and proposed Directors with a view to providing a balance among the various identifiable business groupings in the Chamber membership. The committee shall thereupon create a ballot for the election of the Directors consisting of at least one person for each vacancy, and submit the ballot by mail to the Board in October of the year. Said ballot shall be required to be returned within ten days, and before the November general membership meeting.
4. The result of the election of Directors shall be announced at the October general meeting of the chamber. Newly elected Directors shall assume their duties on January 1<sup>st</sup> of the next year, but shall attend Board meetings as non-members prior to that date.

E. Election of Officers

1. The Board shall elect a Chairman, a Vice Chairman, Secretary and a Treasurer.
2. Any qualified Board Member who is interested in becoming an officer shall state his or her interest in a writing submitted to the Chairman by October 15<sup>th</sup>. Each eligible member who has expressed interest shall be included on a written ballot, which is distributed by mail to each Board Member by October 31<sup>st</sup>. The vote to elect officers will be by simple majority of Directors who are present at the first Board meeting in November and including the vote of absent Director who votes by proxy. The new officers shall assume their duties on January 1<sup>st</sup> of the next year.
3. Normally, the Vice Chairman should be considered for election as Chairman. The Board may, at its sole discretion, deviate from this procedure.

F. Replacement of Board Members

At the discretion of the Board, any member of the Board who misses five or more Board meetings in a calendar year shall be considered to have resigned from the Board. A new member shall be elected to the unexpired term by a simple majority of the Board at the next regularly scheduled meeting of the Board. Members who resign for other reasons shall be replaced in the same manner to fill the unexpired term.

G. Duties of the Board of Directors and Executive Director

1. The Board of Directors shall have full charge of the property and the business of the Chamber with full power and authority to manage and conduct same, subject to the direction of the general membership. It shall plan and conduct the work of the chamber. The Board of Directors shall create and designate such committees, as it may deem necessary.
2. The Board of Directors, by use of the Executive Committee, may interview and by majority decision hire a **President**, salary and duties to be determined by the Board. The entire Board shall be involved, and kept informed, throughout the hiring process. The **President** shall serve at the pleasure of the Board and report to it. The **President** shall be a non-voting member of the Board of Directors.
3. The **President** shall execute the decisions of the Board, direct the business office and affairs of the Chamber under the supervision of the Chairman, have care and custody of all Chamber property, and act as custodian of Chamber funds and be responsible for financial reporting under the supervision of the Treasurer.

**ARTICLE V – OFFICERS**

A. Composition

The officers shall be Chairman, Vice Chairman, Secretary and Treasurer.

B. Election

Election of all officers shall be governed by Article IV, Paragraph E of these Bylaws.

C. Term

Officers shall serve for a term of one (1) year, unless re-elected.

D. Executive Committee

1. The four (4) elected officers and the Past Chairman shall constitute the Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors between meetings of the Board in matters requiring immediate attention and in cases where it is deemed practical or impossible to call a special meeting of the Board. Minutes of all meetings of the Executive Committee shall be kept.

2. The Executive Committee is subject to call by the Chairman or by a majority of the Committee. The Chairman shall, if present, serve as the head of the Executive Committee and shall have voting power.

E. Duties of Officers

1. Chairman

- a. The Chairman shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, the Board of Directors and the Executive Committee when present.
- b. The Chairman or the *President* will be the official representative and spokesman for the Chamber.
- c. The Chairman shall, subject to the simple majority approval of the Directors, appoint all committees and name chairmen to same. The Chairman shall recommend such action as is determined necessary to achieve the objectives of the Chamber.
- d. The Chairman shall be an ex-officio member of all committees, with the exception of the Nominating and Executive Committee, in which he/she hold voting power.

2. Vice Chairman

- a. The Vice Chairman shall exercise the power and authority and perform the duties of the Chairman in his/her absence or disability. In the event a vacancy occurs in the office of Chairman during the term of the Chairman, the Vice Chairman shall assume the duties of the office until the next annual meeting or until otherwise directed by the Board of Directors.
- b. The Vice Chairman shall perform the duties assigned by the Chairman.

3. Secretary

The Secretary shall cause accurate minutes of all Board and Executive Committee meetings to be made, and shall attend to all official correspondence as necessary.

4. Treasurer

The Treasurer shall monitor the *President* is his/her custodianship of chamber funds, chair the finance committees and participate in the preparation of the annual budget of the Board.

F. Vacancies

A vacancy in the officer ranks shall be filled for the unexpired term by a simple majority vote of the Board.

G. Removal from Office

Any officer may be removed from office by a two-thirds (2/3) vote of the Board of Directors.

H. Records

At the expiration of all terms of office, all officers shall deliver to the Board all books, records and property belonging to the Chamber.

## **ARTICLE VI – COMMITTEES**

A. Formation

The Chairman shall appoint standing and special committees to carry on the activities of the Chamber, subject to confirmation by the Board of Directors. The duties of the standing and special committees shall be indicated by their respective names. All committees shall report their proceedings at the regular meeting of the Board of Directors. A full report by the committees' chairmen must be submitted in writing at the end of each year and filed with the Secretary.

B. Chairman as Ex-Officio

The Chairman shall serve as an ex-officio member of all committees, with the exception of the Nominating and Executive Committees, in which he/she holds voting power.

C. Board Members

At least one Board member shall be appointed to serve as liaison to each committee. Such Board members shall serve as ex-officio members of that committee, except as noted herein with regard to the Nominating Committee.

D. Records

At the expiration of all terms of office, all committee chairmen shall deliver to the Board all books, records and property belonging to the Chamber.

E. Authority

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy, or finances, or on matters of general public interest, without having first received the approval of the Board of Directors or of the membership.

## ARTICLE VII - FINANCES

A. Membership Fees

A schedule of annual membership fees, due and payable by the first of January each year, shall be determined annually by the Board. Any member whose dues are not paid by the last day in March shall be dropped from membership. New members joining after August 1 in any year shall pay a pro rate share of dues for those full or partial months remaining in the year.

B. Fiscal Year

The fiscal year of the Chamber shall commence on January 1 of each year and end on December 31 of that year.

C. Annual Budget

The annual budget shall be developed by the *President* in consultation with a budget committee chaired by the Treasurer and appointed by the Chairman in August. The proposed budget shall be submitted to the Board at the October meeting. The budget shall be adopted or modified by the Board at its November meeting.

D. Disbursements

All disbursements from the Chamber funds shall be by check except for small expenditures from petty cash which must be supported by a voucher. The Treasurer, Chairman, Immediate Past Chairman, Vice Chairman, Secretary and/or the *President* shall be authorized to sign checks. Checks over \$500.00 shall require two signatures.

E. Review of Accounts

An annual review of the books, records and accounts of the Chamber shall be made at the conclusion of each fiscal year, and at such other times as the Board may wish, by a public accountant selected by the Board. The financial review, when completed, shall be submitted to the Board for approval.



## ARTICLE VIII – MEETINGS

### A. Annual Meeting

1. The annual meeting of the Chamber shall be held once yearly, time and place to be set by the Board. The time and place shall be fixed by the Board and notice thereof mailed to each member at least ten (10) days before such meeting. The purpose of the meeting shall be to transact any necessary business as the Board may determine.
2. Transaction of business can be effected by a simple majority vote of those members in good standing who are present.

### B. General Meetings

1. General Meetings shall be held at places and times designated by the Board and notice thereof shall be mailed to each member at least ten (10) days before such meetings.
2. Transaction of business can be effected by a simple majority vote on those memberships in good standing who are present.

### C. Special Meetings

Special Meetings of the membership to transact business may be held at any time upon the call of the Chairman, or a majority vote of the Board of Directors. Transaction of business can be effected by a simple majority vote of those members in good standing who are present. Written notice shall be sent to all members five (5) days prior to the meeting date.

### D. Board Meetings

1. Meetings of the Board of Directors shall be held on a monthly basis at a time mutually agreed upon by the Board.
2. Attendance at Board Meetings is obligatory for those elected to the Board.
3. A majority of the Board of Directors shall constitute a quorum in order to transact business.
4. The Chairman may call special meetings of the Board of Directors and MUST call a special meeting upon written request of five (5) members of the Board.
5. Board meetings are attended by Board members and invited guests. In the event a Board member is unable to attend a specific meeting, then that

member may appoint a “Stand-in” to attend that portion of the Board meeting which pertains to the absent member’s function or report.

E. Other Events

Additional membership events may be scheduled by the Board of Directors.

**ARTICLE IX – INDEMNIFICATION**

A. Indemnification in Non-Derivative Action

The Corporation (“Chamber”) shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonable believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

B. Indemnification in Derivative Actions

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against expenses, including attorneys’ fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best

interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that the Court of Common Pleas, of the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the Court of Common Pleas or such court shall deem proper.

C. Indemnification as matter or right

To the extent that a director, trustees, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraphs A and B of this Article IX, or in defense of any claim, issue, or matter herein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

D. Determination of conduct

Any indemnification under Paragraph A and B of this Article IX, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, trustee, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs A and B of this Article IX. Such determination shall be made (a) by a majority vote of a quorum consisting of Directors of the Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding, of (b) if such a quorum is not obtainable or if a majority vote of the quorum of disinterested Directors so directs, in a written opinion by independent legal counsel, other than an attorney or a firm having associated with it an attorney who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five years, of (c) by the shareholders ("voting members") or (d) by the Court of Common Pleas of the court in which such action, suit or proceeding was brought. Any determination made by the disinterested Directors under Paragraph D (a) or by independent legal counsel under Paragraph D (b) of this Article IX shall be promptly communicated to the person who threatened or brought the action or suit, by or in the right of the Corporation under Paragraph B of this Article IX, and within ten days after receipt of such notification, such person shall have the right to petition the Court of Common Pleas of the court in which such action or suit was brought to review the reasonableness of such determination.

E. Advance payment of expenses

Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in Paragraphs A and B of this Article IX, may be paid by

the corporation in advance of the final deposition of such action, suit, or proceeding as authorized by the Directors in the specific case upon receipt of any undertaking by or on behalf of the director, trustee, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article IX.

F. Nonexclusivity

The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the Bylaws or any agreement, vote of shareholders or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

G. Liability Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article IX or of Chapter 1701 of the Ohio Revised Code.

## **ARTICLE X – AMENDMENT**

### Approval/Revisions

- A. All proposed amendments to these Bylaws shall first be presented to the Board.
- B. Final approval of amendments shall be made at a subsequent meeting by a two-thirds (2/3) majority of the Board, or a simple majority of the members present at any regular or special general meeting of the Chamber so long as ten days notice of the proposed changes has been provided to the entire membership.

## **ARTICLE X1 – DISSOLUTION**

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the Corporation. On dissolution of the Corporation, any funds remaining after discharge of all obligations 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 XII – MISCELLANEOUS**

### **A. Ohio Law**

Any question of law arising hereunder shall be interpreted and construed pursuant to and in accordance with the laws of the State of Ohio.

### **B. Partial Invalidity**

If any term, provision, covenant, or condition of these Bylaws is held to be invalid, void or unenforceable, the remainder of the provisions shall remain in full force and effect and shall in no way be affected, impaired or invalid.

### **C. Headings**

The headings above the various provisions of these Bylaws have been included only to make it easier to locate the subject covered by each provision and are not a part of the context or these Bylaws.