

**WAYNESVILLE AREA CHAMBER OF
COMMERCE**

BYLAWS

Original Bylaws Approved November 16, 1967
Articles of Incorporation Filed January 31, 1968

Bylaws Revised:	7/16/09	Article Four, Governance Article Five, Elections
	4/2/07	Article Two, Membership Article Three, Meetings Article Four, Governance Article Five, Elections Article Seven, Disbursements Article Eight, Committees Article Nine, Parliamentary Procedure
	7/23/99	Article Three, Meetings Article Four, Government Article Five, Elections Article Ten, Amendments
	8/8/96	Article Four, Government
	3/1/93	Article Four, Government
	1/11/90	Article Four, Government
	7/-7/5	Article Four Government Article Five, Elections

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BYLAWS**

ARTICLE ONE – NAME AND PURPOSE

SECTION 1

The name of this organization, incorporated as a not-for-profit corporation under the laws of the State of Ohio, shall be the Waynesville Area Chamber of Commerce.

SECTION 2

The Waynesville Area Chamber of Commerce is organized for the purpose of advancing and protecting the Civic, Retail, Professional, Agricultural and Commercial interests of this area. The area consists of Waynesville, Corwin and Wayne Township, Harveysburg and Massie Township.

SECTION 3

The Chamber of Commerce in its activities shall be **non-partisan**, non-sectarian and shall take no part in or lend its influence to the election or appointment of any candidate for any National, State, County, Township or City/Village office.

ARTICLE TWO – MEMBERSHIP

SECTION 1

Any business, family, or individual may apply for membership in the Waynesville Area Chamber of Commerce. Chamber memberships are defined as follows:

Associate – Individuals

Businesses – Any business within the Chamber trade area.

The Board of Directors determines the dues structure to be voted on and ratified to take effect January of the following year. Dues shall be paid by 3/31 of each year

SECTION 3

Voting shall be by individual members only and no member may cast more than one vote in any issue.

SECTION 4

For any person or firm to become and/or remain an active member, the dues must be paid within thirty (30) days of their due date. For any new member joining after 9/1 of any year, dues will be prorated

SECTION 5

The death, resignation or expulsion of a member shall terminate their membership. The termination of membership shall work a forfeiture of all interests of the member in and to the property of the corporation, and the member shall thereafter have no right thereto or any part thereof.

*Expulsion refers to anything detrimental to the organization, misrepresentation of the Waynesville Area Chamber of Commerce, or goes against the goals of the

organization as defined in Article One. This decision is to be made by the Board.

ARTICLE THREE – MEETINGS

SECTION 1

The Board will create a schedule of meetings at the January organizational meeting and that schedule will be communicated to all board members and the general membership.

SECTION 2

The Board of Directors shall call a membership meeting upon petition signed by not less than fifty (50) percent of the members in good standing. Emergency meetings may be called by the President and three (3) members of the Board of Directors.

SECTION 3

General Membership meetings will be held with there being a minimum of four meetings per year. The type of meeting, time and date will be determined by the Board and the membership will be notified.

SECTION 4

At all membership meetings, the members in good standing present all constitute a quorum.

ARTICLE FOUR – GOVERNANCE

SECTION 1

The administration and control of the activities and property of the Waynesville Area Chamber of Commerce shall be

vested in a Board of Directors consisting of President, Vice President, Recording Secretary, Treasurer, Immediate Past President, six (6) elected Directors and two (2) other Directors to be recommended by the incoming President and must be ratified by the Board of Directors.

In addition to the aforementioned Board members, the Board may elect by majority vote, deserving individuals to serve as honorary lifetime members of the Board of Directors with no voting privileges.

SECTION 2

Of the six (6) elected Directors three (3) shall be elected in even numbered years and three (3) shall be elected in odd numbered years by the membership for terms of two (2) years, and the limit of service of an elected Director shall be two (2) successive terms, or four (4) years. Members may be re-nominated one (1) year after their term as Director is complete.

SECTION 3

The Board of Directors shall be authorized to adopt such rules and regulations as may be deemed advisable for the government of the Board, the proper conduct of the business of the Chamber, and the guidance of all committees, officers and employees, and generally the Board shall be empowered to do whatever, in its judgment, may be necessary to increase the efficiency and to add to the usefulness of the Chamber, and to carry out the main purposes of the organization provided such actions shall not be in conflict with the provisions of these bylaws. No member or members of the Board of Directors or Slate of Officers shall have conflict of interest in the business of the Chamber.

SECTION 4

The six (6) Directors elected to the Board of Directors should represent a broad spectrum of expertise, knowledge, and experience within the trade area of the Chamber of Commerce.

SECTION 5

The Board of Directors may fill any vacancies on the Board for the unexpired terms by notifying the General Membership of vacancies and requesting interested persons to apply.

SECTION 6

The Board of Directors shall meet regularly at least once a month, and special meetings may be called at any time by the President, any officer or three Directors.

SECTION 7

After two (2) unexcused absences the Board member will be notified by the Chamber of Commerce office. A third unexcused absence will result in dismissal from the Board of Directors.

SECTION 8

At all meetings of the Board of Directors, seven (7) members shall constitute a quorum for the transaction of business.

SECTION 9

The Board of Directors may select and employ an Executive Director. The Board shall determine the compensation to be paid for his/her services. The Executive Director shall be responsible to the Board. The Executive Director is

accountable for the assurance of his/her work as defined by the Board of Directors and reports to the President.

SECTION 10

The Treasurer and the Executive Director shall each furnish security bonds in such amounts as the Board of Directors shall deem necessary, the cost to be paid by the Waynesville Area Chamber of Commerce.

SECTION 11

The President shall preside as chairman at all meetings of the Chamber and Board of Directors, and perform all duties incident to the office as required by law and indicated by the title. The President shall vote only in the event of a tie. The President shall, subject to the approval of the Board of Directors, appoint all committees and the President shall be an ex-officio member of all committees. The Executive Director shall report to the President. At the completion of the term of office, the President will remain as past President for two (2) years as a member of the Board of Directors, with voting rights.

SECTION 12

In absence of the President, the elected Vice President shall perform the duties of the President. The Vice President will be responsible for the continuity and duties of the appointed committees and will make his reports to the President.

SECTION 13

The Treasurer shall be custodian of all funds of the Chamber, and operates under the direction of the Board of Directors. The Treasurer shall make written financial reports monthly at the meeting of the Board of Directors.

ARTICLE FIVE – ELECTIONS

SECTION 1

The membership shall elect a President, Vice President, Recording Secretary, and Treasurer, who will become Officers by an election process as provided by these Bylaws. The membership shall at this time elect members of the Board of Directors as provided by these Bylaws.

SECTION 2

- A. The President, with approval of the Board of Directors, shall appoint a Nominating Committee at the September meeting of each year, consisting of two (2) Board members and three (3) from the General Membership. This committee will nominate candidates for the given election year, from the General Membership. This committee shall supervise the conduct of the election and certify its results to the President.
- B. Ballots will be mailed to the General Membership by November 1. Ballots must be returned to the Chamber of Commerce Office by December 1.
- C. Election results will be given at the December General Membership meeting.

SECTION 4

Voting shall be defined as one (1) vote per membership.

SECTION 5

Offices of President and Secretary shall be elected for two (2) year terms in even numbered years, with the (2) year term starting in odd numbered year. Offices of Vice President and Treasurer shall be elected for two (2) year terms in odd numbered years, with the (2) year term starting in even numbered year.

ARTICLE SIX – AUDITING

SECTION 1

The treasurer shall keep the Chamber books in Quicken or a similar computerized program. The Chamber office will maintain checks and balances; make all deposits and write all checks. The treasurer will balance the check book with the Chamber staff on a monthly basis (at least). An outside payroll service does all taxes and necessary government reports. The treasurer will provide complete budget reports at each chamber board meeting.

ARTICLE SEVEN – DISBURSEMENTS

SECTION 1

No disbursements of the funds of the Chamber shall be made unless the same have been approved and ordered by the Chamber or the Board of Directors acting within such limitations as the Chamber may prescribe from time to time. All disbursements shall be made by check. All checks written for more than \$500 must be signed by any two (2) of the authorized signers. The authorized signers, designated by the Board of Directors, for any Chamber of Commerce account shall be the President, Executive Director, Treasurer or Office Manager. Regular expenses previously budgeted and approved by the Board shall be paid as they come due.

SECTION 2

No appropriations of money or other property of the Chamber shall be made for any other purpose other than to defray the legitimate expenses (except by the majority vote of the membership).

ARTICLE EIGHT – COMMITTEES

SECTION 1

The President shall be empowered to appoint standing committees and special committees as may be deemed necessary for the conduct of the affairs and the accomplishments of the objectives of the Chamber, subject to the approval of the Board of Directors.

SECTION 2

The Sauerkraut Festival Committee and any other fundraising committee should appoint a person to attend Board of Directors meetings and report when appropriate.

SECTION 3

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

ARTICLE NINE – PARLIAMENTARY PROCEDURE

SECTION 1

Upon the request in writing of fifty (50) percent of the membership in good standing, the Board of Directors shall, or upon its own initiative, may submit a question of general importance by mail to the entire membership for a referendum vote.

SECTION 2

Such referendum vote shall be by means of printed ballots stating the question to be voted upon and mailed to each member of the Chamber in good standing at least five (5) days before the time prescribed on such ballot for the counting of the same. The ballot shall be accompanied by briefs stating both sides of the questions.

SECTION 3

The ballots shall be counted in the same way as the ballots in the annual election of Officers and Directors, by judges appointed by the President.

SECTION 4

The vote of the majority of the membership shall constitute a referendum, and action taken thereby shall be final and shall bind the Board of Directors.

ARTICLE TEN – AMENDMENTS

SECTION 1

These Bylaws may be amended, altered and repealed or new bylaws be adopted, by the vote or written assent of a majority of the members of the Chamber of Commerce entitled to vote, or the vote of a majority of a quorum at any regular or special meeting of the membership. Any proposed change shall be read at a regular or special meeting of the membership and voted upon at the upcoming regular or special membership meeting.