

DAYTON AREA CHAMBER OF COMMERCE

Bylaws

AMENDED FEBRUARY 1996
AMENDED NOVEMBER 20, 2002
AMENDED NOVEMBER 19, 2003
AMENDED NOVEMBER 17, 2004
AMENDED JUNE 1, 2010
AMENDED MAY 15, 2013

**DAYTON AREA CHAMBER OF COMMERCE
BYLAWS**

ARTICLE I. GENERAL

Section 1. Name: The name of this organization shall be the DAYTON AREA CHAMBER OF COMMERCE, a non-profit corporation organized under the law of the State of Ohio.

Section 2. Location: The principal office of the Corporation shall be situated at a location as may from time to time be designated by its Board of Trustees.

Section 3. Compliance with Laws: The Dayton Area Chamber of Commerce shall comply with all applicable laws of the State of Ohio and federal laws of the United States and Section 501 (c) of the Internal Revenue Code.

Section 4. Purpose: The purposes of the Corporation are to promote and advance the business interests of the greater Dayton, Ohio region and to exercise any and all powers permitted by law.

Section 5. Gender: Any reference to gender in these Code of Regulations shall be read to include both male and female.

The Dayton Area Chamber of Commerce shall be non-partisan, non-sectarian and non-discriminatory.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility: Any individual person, firm, corporation, partnership, association or legal entity having an interest in the objectives of the Dayton Area Chamber of Commerce shall be eligible to apply for membership. A member is one of two billing categories – individual or legal entity.

Section 2. Termination:

A. Membership shall be deemed continuous until cancelled in writing, cancelled for non-payment of dues or for cause. The determination for cancellation of dues for non-payment will be outlined in the policies of the organization and approved by the Board of Trustees.

B. Any member may be expelled by a two-thirds vote of the Board of Trustees, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing before the Board of Trustees are afforded the member complained against.

Section 3. Conduct: Should a formal complaint arise concerning the questionable conduct of a member, volunteer or Trustee, the Chair of the Board of Trustees will direct the Chair of the Governance Committee to convene a review of the allegations and recommend action, if necessary, to the Executive Committee and / or the full Board of Trustees.

Section 4. Voting: Every member of the Dayton Area Chamber of Commerce in good standing (“good standing” defined as all dues obligations being current) is entitled to one vote in any election, referendum or membership meeting.

No voting by proxy shall be permitted.

ARTICLE III. MEETINGS OF THE MEMBERS

Section 1. Annual Meeting: The annual meeting of the Corporation shall take place at such time and place as the Board of Trustees may elect, with notice thereof to be delivered to each member not less than five (5) business days before the date of such meeting.

Section 2. Additional Meetings: General meetings may be held at such times as the Board of Trustees or the Executive Committee shall determine, or upon petition in writing of any 10% of the members in good standing.

Notice and purpose of such meeting shall be delivered to each member at least **ten (10) business** days prior to such meetings.

Section 3. Quorum: At any duly called general meeting of the Corporation, 5% of the eligible voting membership shall constitute a quorum. At an annual meeting, those in attendance will constitute a quorum.

Section 4. Notices, Agenda and Minutes: Written notice of all Chamber Annual, General, Board of Trustees or Executive Committee meetings must be given at least five (5) business days in advance unless otherwise approved. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization’s procedures manual.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. Authority: The Board of Trustees shall be the overall governing body of the Corporation. As elected representatives of the membership, the Board shall be responsible for formulation and approval of policies consistent with the objectives of the Corporation. The Board shall be responsible for annual review and approval of the Business Plan and Budget, and for assessing performance of the Corporation.

The Board of Trustees of the Corporation shall appoint trustees to any wholly-owned or controlled entities of the Corporation.

The Board shall have sole authority for selecting and hiring the President/Chief Executive Officer of the Corporation.

Section 2. Number: The Board of Trustees shall consist of not less than twenty-seven (27) but not more than fifty (50) Trustees elected or designated as hereafter set forth. The Governance Committee according to these By-Laws shall put slates of Trustees forth annually.

Section 3. Composition:

A. Generally. A minimum of twenty-six (26) of the Trustees shall be elected from the membership of the Corporation for a two (2) year term, staggered so that approximately one-third (1/3) of such Trustees shall be elected each year with term of office beginning January 1 of the following year.

B. Special Members of the Board of Trustees. The following persons may, upon recommendation by the Executive Committee and confirmation by the Board and upon acceptance of such position, become voting members of the Board of Trustees and shall for all meeting purposes be eligible for all calculation of meeting quorum: (i) Chair, the Immediate Past Chair of the Board of Trustees and the President/Chief Executive Officer of the Corporation; and (ii) such other persons not to exceed five (5) individuals, whose assistance, counsel, and participation is deemed necessary by the Board. Such designated members of the Board shall serve at the discretion of the Board for a one (1) year term or such other term as may be designated by the Board.

Section 4. Meetings: The Board of Trustees shall meet not less than quarterly during each calendar year and fifty-one (51) percent of the Trustees shall constitute a quorum at any such meeting. Such meetings shall be at such times and places as determined by the Board from time to time.

Section 5. Attendance Requirements: Any Trustee who has not attended at least two-thirds (2/3) of the regular and special meetings of the Board of Trustees in any fiscal year and any such Trustee who is a member of the Executive Committee who has not attended at least two-thirds (2/3) of the total number of the regular and special meetings of the Board and the Executive Committee in such year, excluding absences excused by a quorum of the Board, shall cease to become a Trustee or a member of the Executive Committee at the end of such fiscal year, absent objection by a majority of the Board. If the term for which such Trustee has been elected shall not then expire, the Board of Trustees shall fill the vacancy by the appointment of a Trustee from the membership for the unexpired term.

Section 6. Vacancy: Any vacancy occurring in the Board of Trustees other than by the expiration of a term of a Trustee (i.e. resignation, death or termination) shall be filled by a member nominated by the Executive committee after consultation with the chair of the Governance Committee and confirmed by a majority vote of the remaining Trustees. The person so elected shall hold office for the unexpired term of the Trustee.

Section 7. Eligibility: Any member of the Dayton Area Chamber of Commerce in good standing is eligible for election by the members as a Trustee. No membership – elected and approved trustee may serve as a trustee unless they are a member in good standing. No membership – elected Trustee may serve more than three consecutive two-year terms.

ARTICLE V. ELECTION OF TRUSTEES

Section 1. Trustee Governance Committee: Each year, a Trustee Governance Committee will be appointed by the Chair of the Board of Trustees. The committee will consist of at least three (3) members of the Board of Trustees, (which includes the Chair of the Board) and two (2) appointees from the general membership who are not members of the Board of Trustees. The Chair of the Board shall designate the Chair of the Trustee Governance Committee. The Trustee Governance Committee shall present to the Executive Committee of the Board of Trustees no later than five (5) business days prior to its scheduled meeting in November, a slate of candidates, whose number and qualifications are in accordance with the requirements of Article IV, Section 3 (A) of these Code of Regulations, to replace the Trustees whose regular terms are expiring, or to serve as additional Trustees. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a Trusteeship.

Section 2. Report on Nominations: Upon receipt of the report of the Governance Committee, as certified by the Executive Committee, the President shall be instructed to immediately deliver to the membership the names of persons nominated as candidates for Trustees and the right of petition as provided in Article V., Section 3. of these regulations.

Section 3. Petitions: Additional names of candidates for Trustees can be nominated by petition bearing the genuine signatures of at least five percent (5%) of the members then in good standing. Such petition shall be filed with the Governance Committee within ten (10) business days after notice has been given of the names of those nominated. The determination of the Governance Committee as to the legality of the petition shall be final.

Section 4. Determination:

A. If no petition is valid within such ten (10) business-day period, the nomination shall be closed and the nominated slate of candidates shall replace the Trustees whose regular two-year terms are expiring.

B. If a valid petition shall present an additional candidate or candidates, the names of all properly nominated candidates shall appear on the Official Ballot. Elections may be held by any means permitted by law. The candidate receiving the highest number of votes for each selected position shall be declared to be elected.

Section 5. Election Committee: In the event of an election, as provided in Section 4 (B) of this Article, it shall be the Governance Committee's duty to see that the election of members of the Board of Trustees is carried out according to the terms and conditions of these Regulations and to declare the true results of said election to the Board of Trustees.

Section 6. Certification of New Trustees: Following the official determination of the new Trustees, the Governance Committee shall certify their names to the Executive Committee of the Board of Trustees by a statement signed by the Chair.

ARTICLE VI. OFFICERS

Section 1. Officers:

The Governance Committee shall select a candidate for each office to be filled; namely, those of Chair of the Board (“Chair”), Chair-elect and Secretary/Treasurer.

If the Chair-elect is a member in good standing of the Corporation and has met the attendance requirements for the Board of Trustees, he shall be nominated for the office of Chair. The office of Secretary/Treasurer will be a new nomination. However, the current Secretary/Treasurer may be nominated and elected to serve again if he is not ineligible, as provided in Article IV, Section 7, and if he is a member in good standing of the Corporation and has met the attendance requirements for the Board of Trustees.

Section 2. Determination of Officers: The current Chair of the Board shall then notify the retiring members of the Board of Trustees and the ensuing Board of Trustees to be present at the last regular meeting of the Board of Trustees in each calendar year for the purpose of electing and installing officers for the ensuing year. He shall present the report of the Governance Committee, which shall include the names of those nominated to serve as Chair, Chair-elect and Secretary/Treasurer. He shall then ask for additional nominations from and by members of the Board of Trustees taking office on January 1. If there are none, those nominated will become the new officers. If additional names are offered, a secret ballot of those current members of the Board of Trustees will be initiated to elect the contested offices.

No officer, committee chair or member shall claim to represent the Chamber or its position on any matter until such matter is addressed or adopted by the Board of Trustees or through established policies of approval.

Section 3. Duties of Officers:

- A. Chair of the Board: The Chair shall preside and chair all meetings of the Membership, Board of Trustees and the Executive Committee.

The Chair shall represent the Corporation at such public and civic functions, as the Chair deems appropriate.

The Chair, with the counsel and advice of the Board’s Executive Committee shall determine the need for organization steering committees and task forces subject to the approval of the Board of Trustees and shall appoint with the counsel and advice of the Executive Committee, various committee and task force chairmen and assist in the selection of voluntary personnel therefore. Except as otherwise provided in these Regulations, the Executive Committee and all other committees and task forces shall be established pursuant to the Board of Trustees Plan for Board Governance, as that Plan may be established by the Board of Trustees from time to time.

The Chair shall also serve as Chair of the Compensation and Management Review Committee. The Chair of the Board shall also serve as a member of the

Trustees Governance Committee and as a voting ex-officio member of all other Committees of the Board.

B. Chair-elect: The Chair-elect shall serve as assistant to the Chair of the Corporation, performing the duties of the Chair in the Chair's absence. The Chair-elect shall also serve as a member of the Executive Committee, and as a member of the Compensation and Management Review Committee and such other committees as appointed by the Chair of the Board.

C. Immediate Past Chair: The Immediate Past Chair shall serve as a member of the Executive Committee and as a member of the Compensation and Management Review Committee.

D. Secretary/Treasurer: The Secretary/Treasurer shall serve as Chief Financial Officer of the Corporation and shall be appointed to serve as Chair of the Budget and Finance committee and as a member of the Executive Committee and the Compensation and Management Review Committee.

The Secretary/Treasurer (i) shall be the technical custodian of all funds of the Corporation; (ii) shall cause an annual audit or review of the financial statements to be made by a certified public accountant of all financial operations of the Corporation during the past year and shall prepare and present a final report of the financial condition of the Corporation at a regular meeting of the Board of Trustees; (iii) shall with the approval of the Board of Trustees, designate the bank(s) in which the funds of the Corporation shall be deposited; (iv) shall review the minutes of all proceedings; and (v) be authorized to sign checks of the Corporation.

E. President: The President shall be the Chief Executive Officer of the Corporation. The President (i) shall be responsible to the Board of Trustees for implementing such policies as may be established by the Board; (ii) shall serve as advisor to the Chair, the Executive Committee and the Board of Trustees on any matters of proposed or established policy of the corporation and on the subject of organization and the development of the Business Plan; (iii) shall assist drafting Statements of Policy as the Board of Trustees may request for its approval; (iv) shall serve as a member of the Executive Committee; (v) shall be authorized to sign checks of the Corporation and oversee the financial record keeping of the corporation; (vi) shall be responsible for employing, supervising and discharging staff of the Corporation; (vii) shall maintain the liaison with business, community and civic leaders; and (viii) shall be an ex-officio, non-voting member of all other committees as approved by the Executive Committee.

F. Other Officers: Other Officers and Assistant Officers may be elected and granted such specific authority as the Board of Trustees may determine to be in the best interests of the Corporation. The officers may also serve as the officers of such other entities controlled by the corporation.

Section 4. Term: The term of office of all volunteer officers of the Corporation shall be one (1) fiscal year or until their successors have been duly qualified and elected. Further, once an active Board member has been duly elected to serve in the officer's rotation, the normal six

(6) year term limits outlined in ARTICLE IV. BOARD OF TRUSTEES, Section 7. Eligibility shall no longer apply. Said volunteer officer will serve all of his complete office including Immediate Past Chair as an active, voting member of the Board of Trustees and Executive Committee. The only exception to this term of office shall be the Secretary/Treasurer which shall hold a term of two (2) fiscal years.

Section 5. Vacancy: Any vacancy shall be filled by the Board of Trustees for the unexpired portion of such officer's term.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. Composition: The members of the Executive Committee shall include:

- A. The Chair
- B. The Chair-elect
- C. The Immediate Past Chair
- D. The Secretary/Treasurer
- E. The President
- F. At least three (3) other Trustees

Section 2. Appointment: After consultation with the chair of the Board, the Governance Committee for Officers shall recommend for approval by the Board of Trustees at least three (3) other trustees, as described above in Section 1. Composition, for appointment to the Executive Committee for the ensuing year.

Section 3. General Responsibilities: The Executive Committee shall possess and exercise the powers of the Board of Trustees between meetings of the Board. It shall report its actions at the next meeting of the full Board for discussion and approval or disapproval of any action taken. No such action shall be valid unless a quorum of at least five (5) members of the Executive Committee are present and voting. The Executive committee shall meet at least ten (10) times per year.

ARTICLE VIII. OVERSIGHT COMMITTEES

Section 1. Responsibilities: Oversight Committees are charged with evaluating information for presentation to the Executive Committee and Board of Trustees. Each Committee will consist of a minimum of three (3) members. No such action of an Oversight Committee shall be valid unless a quorum of a simple majority of members is present and voting.

Each Oversight Committee Chair will serve a one two (2) year term unless circumstances dictate otherwise, in which case, an additional one (1) year term may be granted.

Section 2. Compensation and Management Review Committee: The Compensation and Management Review Committee shall be charged with the broad responsibility to see that the officers and key management personnel of the organization are effectively compensated in

terms of salaries, supplemental compensation and benefits which are internally equitable and externally competitive.

The Compensation and Management Review Committee will submit its recommendations to the Executive Committee for approval at least annually.

The Compensation and Management Review Committee Chair shall be a member of the Board of Trustees. Other Committee members' appointments shall be at the will and pleasure of the Chair of the Board except as otherwise provided for by these bylaws.

Section 3. Governance Committee: The Governance Committee shall act as the oversight for the development of a plan to ensure that the continued elected or appointed leadership is in place as well as written guidelines by which the Chamber will conduct business. It is also responsible for reviewing conduct allegations of members, volunteers and the Board of Trustees (see Article II Membership, Section 3 Conduct).

Section 4. Audit and Finance: The Audit and Finance Committee shall study the financial condition of the Corporation, and its requirements for the upcoming fiscal years. This Committee should consult with all other committees in determining its ability to raise monies, as it oversees the preparation of the budget. It shall, at a regular or special meeting of the Board, submit the proposed budget of the Corporation to the Board of Trustees for consideration, recommending such sums as the Audit and Finance Committee deems necessary to carry out the Corporation's programs and goals as established by the Board of Trustees for the forthcoming fiscal year. This Committee will also handle the audit or review function as well as the development of investment policies and practices. This Committee will submit its recommendations to the Executive committee prior to submission to the Board of Trustees.

The Audit and Finance Committee Chair shall be a member of the Board of Trustees. Other Committee members' appointments shall be at the will and pleasure of the Chair of the Board except as otherwise provided for by these bylaws.

Section 5. Other Oversight Committees: The Board of Trustees shall authorize the formation of such other oversight committees as it may deem necessary to carry out the mission of the organization and shall define their duties.

Each Oversight Committee Chair shall be a member of the Board of Trustees. Other Committee appointments shall be at the will and pleasure of the Chair of the Board except as otherwise provided for by these bylaws.

Additionally, the Board Chair will, as necessary, recommend other committees, sub-committees or special task forces for creation to carry out the mission and goals of the organization. These committees or task-forces roles, responsibilities and terms will be outlined in the policies of the organization.

ARTICLE IX. GENERAL COUNSEL AND INDEPENDENT ACCOUNTANT

Section 1. General Counsel: The President, subject to review by the Executive committee with Board approval, shall appoint an attorney-at-law or law firm to serve as General Counsel. The Board of Trustees may authorize compensation for this purpose from the General Operating Fund of the Corporation.

The General Counsel will provide the Board of Trustees, the Executive Committee, the President and various groups, sections, committees and task forces with legal interpretations and advice on matters designated to strengthen the effort of the Corporation. Such legal counsel should be available to attend meetings of the Board of Trustees and of the Executive Committee at the request of the President.

Section 2. Independent Accountant: The President, subject to review by the Audit and Finance Committee with Executive Committee approval, shall appoint a certified public accounting firm who is not a member of the Board of Trustees of the Corporation to serve as independent accountant. The Board of Trustees may authorize compensation for this purpose from the General Operating Fund of the Corporation.

At the Board's direction, the independent accountant shall review or audit the financial records of the Corporation.

ARTICLE X. VOTING OF THE MEMBERSHIP BY REFERENDUM

Section 1. Installation: Should the Board of Trustees desire to determine from the membership the position of the organization or to obtain membership action on any matter, a referendum vote by mail, facsimile or other legal means may be taken (i) upon the direction of the Board of Trustees or (ii) upon the petition signed by not less than ten percent (10%) of the members of the Corporation in good standing. The Board of Trustees shall determine the manner in which the referendum shall be conducted.

Section 2. Submission of Proposition: All propositions submitted to the membership by referendum shall be stated objectively. Those favoring the proposition shall vote "yes" and those opposing shall vote "no". Votes may be qualified by submitting an explanatory statement.

The Chair shall cause to be delivered to each member the following:

- A. A concise, impartial statement approved by the Executive Committee of the proposition presented.
- B. An affirmative argument of not more than five hundred (500) words.
- C. A negative argument of not more than five hundred (500) words.
- D. A copy of this Article X.

Section 3. Procedure: When the referendum is by petition of the members, the affirmative argument shall be prepared by a committee of five (5) selected by the petitioners

from among their number, and this committee shall represent the petitioners in all matters pertaining to the referendum. The negative argument shall be prepared by a committee of not more than five (5) to be appointed by the Chair and to consist of members known to oppose the proposition if the Chair is reasonably able to find such members. To assist in the preparation of the arguments, the President shall supply all available facts to both sides, in order that the membership may have all available information.

When the referendum is initiated by the Board of Trustees, the Chair shall appoint a committee to prepare the affirmative argument and a committee to prepare the negative argument including in these committees only members known to favor the arguments they are to prepare. The President will assist both committees as provided in the foregoing paragraph.

Section 4. Legality: To bind the Corporation to a decision by referendum voting, it shall be necessary that a quorum equal to at least one-half (1/2) of the membership of the organization in good standing votes within ten (10) business days, or such longer time as may be fixed by the Board of Trustees, of receipt of the arguments and ballots. A majority vote of a quorum of those members voting will bind the Corporation and its Board of Trustees. The results of the referendum shall be final and binding unless revoked or modified by another referendum or by a majority vote of the members at a special or regular meeting of the membership.

ARTICLE XI. FINANCIAL

Section 1. Budget: The amount of money required to sustain the Corporation effort for each fiscal year shall be determined by the Audit and Finance Committee. The Budget shall be submitted to the Executive Committee for review prior to submission to the Board of Trustees for approval.

Section 2. Funds: Financial receipts from membership sources shall become part of the General Fund of the Corporation. The expense for the maintenance and conduct of the Corporation and for the completion of programs and projects shall be paid from the General Fund. Certain funds may be provided by local agencies and/or governmental bodies to carry out specific assignments of the Corporation. These funds shall require a separate accounting and periodic review to ensure that such funds are used for the purpose designated.

Section 3. Dues: A change in the minimum membership dues-investment schedule for individuals or business firms shall be initiated from time to time by the Membership or Audit and Finance Committees and approved by the Board of Trustees. Payment shall be made as determined by the Board of Trustees, as set forth in Article II of these Regulations. Any member in arrears on a dues obligation owed to the Corporation may be deemed by the Corporation to not be in good standing.

Section 4. Bond: Persons with appropriate authority to sign checks shall be covered individually and collectively by bonds in such sum as shall be established by the Board of Trustees, upon recommendation of the Secretary/Treasurer.

Section 5. Fiscal Year: The fiscal year of the Dayton Area Chamber of Commerce shall be from January 1 to December 31.

ARTICLE XII. MISCELLANEOUS

Section 1. Procedures at Meetings: The proceedings of all meetings of the Board of Trustees, the Executive Committee and other committees created thereunder shall be governed by and conducted according to such rules which the Chair of such committee deems appropriate and in the best interest of the Corporation. Every motion or resolution which shall be made or offered at any meeting of the membership or the Board of Trustees shall, at the request of the Chair, be reduced to writing and furnished to the Chair at a reasonable time before the motion or resolution shall be put.

Section 2. Dissolution: The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Regulations, and no part of said funds remaining upon dissolution shall be distributed to members of the Corporation. Upon dissolution of the corporation any remaining funds shall be distributed to Internal Revenue Code qualified charitable, educational, scientific or philanthropic organizations, selected by the Board of Trustees. In the event of a dispute, the same shall be resolved by the Common Pleas Court of Montgomery County, Ohio.

Section 3. Amendments: These Regulations may be amended or altered by a two-thirds (2/3) vote of a quorum of the Board of Trustees at any general meeting of the Board. Notice of the proposed amendment shall be sent to each Trustee not less than five (5) business days in advance of any such meeting. Any amendment to these Regulations enacted by a Board of Trustees action without membership approval shall be delivered to the entire voting membership of the Corporation pursuant to Section 1702.11 (E) of the Ohio Revised Code.

Section 4. Emergency Procedures: Pursuant to the provision of Section 1701.11 (C) of the Ohio Revised Code (See also O.R.C. S1701.01 (U), in the event of the Governor of Ohio or any other person lawfully exercising the power and discharging the duties of the office of the Governor proclaims that an attack on the United States, or other disaster has caused an emergency for corporations, and the affairs of the corporation cannot be conducted in a normal manner then, and in that event, for so long as such an emergency shall continue, then the same shall be conducted during such period, by the President and at least two (2) officers of the Corporation.

Section 5. Indemnification: The Corporation shall indemnify any person as defined below to the fullest extent permitted under Section 1792.12 (E) of the Ohio Revised Code as now stated or hereafter revised. Such indemnification shall include, but not be limited to, 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, investigative or by or in the right of the Corporation by reason of the fact that the person was or is a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, domestic or foreign, non-profit, partnership, joint venture, trust or other enterprise.

The indemnification authorized herein is not exclusive of, and is to be in addition to, any other rights granted such persons.

The Corporation shall have the power to purchase and maintain insurance or furnish similar protection on behalf of or for any such persons, whether or not the Corporation would have the power to indemnify such persons under the provisions of this Article.

Amended:

August 1992

April 19, 1995

February 21, 1996

November 20, 2002

November 19, 2003

November 17, 2004

June 1, 2010

May 15, 2013