

GRAND VALLEY AREA CHAMBER OF COMMERCE BYLAWS

Article I General

Section 1 Name

This organization is incorporated under the laws of the state of Ohio and shall be known as the Grand Valley Area Chamber of Commerce.

Section 2 Mission Statement

The Grand Valley Area Chamber of Commerce mission is to partner with its investors to promote, support and expand the local business community.

Section 3 Purpose

The purpose of this Chamber of Commerce is:

To advance the commercial, industrial, professional, civic, and general interests of the Grand Valley trade area; to promote the Grand Valley area as a good place to LIVE, WORK, and SHOP;

To secure the active aid and cooperation of citizens, merchants, manufacturers, professionals, property owners, employers, and employees in advancing the best interests of the business community.

Section 4 Area

The Grand Valley Area and surrounding economic region shall mean to include the communities of Orwell, Windsor, Colebrook, Rome, Roaming Shores and Hartsgrove. In the county of Ashtabula.

Section 5 Limitation of Methods

The Grand Valley Area Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

Article II Membership

Section 1 Eligibility

Any person, association, corporation, partnership, or estate, who sympathizes with the purpose of the Grand Valley Area Chamber of Commerce is eligible for membership.

Section 2 Election

Application for membership shall be made in writing.

The application shall be a guarantee on the part of the applicant to uphold the purpose of the Chamber and to adhere to the constitution, rules, and regulations of the Grand Valley Area Chamber of Commerce.

Membership may be initiated by the interested party or by a member of the organization.

Applicants for membership shall be considered full members when dues are paid.

Section 3 Investments

The Annual Membership Dues shall be set by the Executive Committee and reported at a regular meeting for a majority vote of all members present. Adjustments and discounts to the regular dues will be determined by the Executive Committee. Payment of dues in advance is required before any privileges of membership can be exercised. Failure to pay dues by the end of the fiscal year will result in termination of chamber membership on January 2nd. Unless otherwise instructed by the Executive Committee, invoices will be mailed by September 30th for the following fiscal year.

Section 4 Voting

Each business shall be entitled to one paid membership. Each paid membership is entitled to one vote and all chamber benefits.

Section 5 Termination

Memberships may be rescinded for any financial obligation (other than dues) that has been outstanding for 90 days and may be rescinded at the discretion of the Executive Committee. Membership may be reinstated upon payment of outstanding financial obligation and by action of the Executive Committee.

Article III Meetings

Section 1 Regular Meetings

The regular meetings of the Chamber of Commerce shall be held a minimum of once a month. The time and place will be at the discretion of the Executive Committee.

Section 2 Order of Business

- 1) Call to Order
- 2) Pledge of Allegiance to the Flag (optional)
- 3) Invocation (optional)
- 4) Reading of the minutes from the previous meeting
- 5) Treasurer's Report
- 6) Report of the Executive Committee
- 7) Report of the Standing Committee
- 8) Unfinished Business
- 9) New and Miscellaneous Business
- 10) Adjournment

This order may be changed at the discretion of the President or the Executive Committee.

Section 3 Executive Meetings

The executive meetings of the Chamber of Commerce shall be held a minimum of once a month. The time and place will be at the discretion of the Executive Committee.

Section 4 Special Meetings

Special meetings may be called by the President or upon petition to the Executive Committee by 5% of the membership. Membership must be notified of the purpose of the special meeting at least one week prior to the meeting.

Section 5 Notices, Agenda, Minutes

Written notice of all chamber meetings must be given at least 10 days in advance unless otherwise stated. An advanced agenda and minutes must be prepared for all meetings.

Article IV

Executive Committee

Section 1 Executive Committee

The Executive Committee shall consist of six (6) members including the five (5) current Officers and the immediate past President. In the absence of an immediate past president, a member at large shall be appointed. The Executive Committee shall:

- a) Have the power to fill all vacancies on the Board
- b) Adopt rules for conducting the business of the Chamber subject to the approval by majority vote at a membership meeting providing notice of such action concerning by-laws shall be given one week in advance.
- c) Shall meet at least once a month at such regular time and place as determined by them or as called upon by the President or acting Chairman.
- d) Approve the disbursement of funds by the Treasurer or place the disbursement before the entire body at a regular meeting.
- e) Appoint a committee of at least two people excluding any officer of the Executive Committee to review the Treasurer's records at the close of the fiscal year.
- f) Prepare an outline of a budget to be used as a guideline for the next year.

In the event of a tie in any vote of the executive committee, that issue shall be presented at the next regular membership meeting for action to be taken.

Section 2 Election of Officers

The election of Officers shall happen annually at the November meeting. The Nominating Committee shall present a slate of officers for each position at the October meeting. Additional nominations may be made from the floor at the time the slate of officers is presented. Each term shall run from January 1 to December 31st of the calendar year. Each elected officer may hold their position continuously for a maximum of three one-year terms or until a successor is elected.

Article V

Executive Officers & Duties

Section 1 Executive Officers and Duties

President - The President shall preside at all meetings of the Chamber and the Executive Committee and shall perform all duties incidental to that office. The President, subject to the Executive Board, shall appoint all Committees promptly upon assuming office and shall be an ex-officio member of all committees. The President will only vote to break a tie or when there is a paper ballot.

Vice President - Vice President shall act in the absence of the President. 1st Vice President shall become president if there is a vacancy in the position of President. The 2nd Vice President shall become first Vice President if the position becomes vacant. The Executive Committee will fill the position of 2nd Vice President when it is vacated. Both the 1st and 2nd vice president shall chair a standing committee to be determined by the board.

Secretary - The Secretary shall keep an accurate record of the acts and proceedings of all meetings of the Chamber and the Executive Committee.

Treasurer – The Treasurer shall receive and disburse the funds as approved, authorized, and ordered by the Executive Committee or the membership and keep the financial records.

Article VI

Standing Committees

Section 1 Appointment and Authority

Immediately upon election, the incoming President shall begin the organization of committees to serve during that term in office. The Chairman and members of those committees shall be announced at the next regular meeting of the organization. Special committees may be appointed as deemed necessary.

Section 2 Limitation of Authority

No action by any member, committee, vision, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the chamber until it shall have been approved or ratified by the executive committee.

Committees shall be discharged by the president of the Executive Committee when their work has been completed and the report's accepted, or when, the opinion of the Executive Committee, is deemed wise to discontinue the committee.

Section 3 Testimony

Once committee action has been approved by the Executive Committee, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4 Current Standing Committees

- 1) The Executive Committee is a standing committee.
- 2) The Nominating Committee - shall be comprised of at least three active members of the Chamber and shall throughout the year look to the duty of presenting nominees to serve the future of the Chamber.
- 3) Membership & Benefits Committee - shall work to recruit new members, strive to have maximum attendance at all meetings, and to inform potential and current members of the benefits of chamber membership.
- 4) Financial Review Committee - shall review the Treasurer's records at the close of the fiscal year.

Article VII Finances

Section 1 Funds

All money paid to the chamber shall be placed in a general operating fund. Money received from the Community Festival will be placed in the festival funds account.

Section 2 Disbursements

Upon approval of the budget, the president is authorized to make the disbursements on accounts and expenses provided for in the budget without additional approval of the board. Disbursements shall be by check, requiring dual signatures.

Organizations and individuals seeking donations for various causes must present their request at a regular business meeting. They must explain what the funds will be used for and how much money they are requesting. Any amount over \$50.00 will be presented, discussed and tabled for voting for membership approval at the next regular business meeting. This will allow us to determine if the request meets the Purpose of the Chamber in Article 1 Section 3 of these Bylaws.

Section 3 Fiscal Year

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

Section 4 Budget

In December a budget will be adopted for the coming year and submitted to the Executive Committee for approval.

Section 4 Annual Review

The accounts of the Chamber of Commerce shall be reviewed annually as of the close of business on (date ending fiscal year) By a review committee. The review shall at all times be available to members of the organization within the offices of the chamber.

Section 4 Bonding

The President and such other officers as the Executive Committee may designate shall be bonded by a significant fidelity bond in the amount set by the Executive Committee and paid for by the chamber.

Article VIII Dissolution

Section 1 Determination

If the Chamber Executive Board Determines that the Grand Valley Area Chamber of Commerce is no longer viable or is insolvent, the Executive Board will make the determination at a regular and/or special Executive Board meeting.

Factors that will determine that the Grand Valley Area Chamber of Commerce is no longer viable, or solvent will be.

- Non-sufficient funds to operate the chamber at any point during the fiscal year.
- Membership has declined to the point that we are not able to generate enough revenue to operate.
- Membership's failure to participate in and support chamber events.

Section 2 Procedure

Once it is determined by the Chamber Executive Board that Grand Valley Area Chamber of Commerce is no longer viable or insolvent, this determination must be presented at the following regular Chamber Meeting and a majority vote of those present will make the final determination of insolvency. A notice shall be sent to all chamber members prior to the regular meeting advising the members of the vote for insolvency.

Any remaining funds in the Grand Valley Area Chamber of Commerce Operating Fund and the Debit Card Fund will be combined and will be divided and disbursed to all remaining members as a reimbursement of membership fees.

Any remaining funds in the Grand Valley Area Chamber of Commerce Community Festival Fund shall be disbursed to a qualified non-profit (must be a 503 (c) must also be in good standing with the IRS and The State of Ohio) organization to continue the Community Festival. Qualified organizations must submit in writing a request for the Community Festival Funds and how they intend to continue this community event. If there is no qualified non-profit organization willing to commit to the continuance of this event, the remaining funds shall be disbursed to qualified non-profit(s) (must be a 503 (c) must also be in good standing with the IRS and The State of Ohio). Qualified organizations must submit in writing to The Chamber Executive Board how the funds will be used. The Chamber Executive Board will make the final determination of who receives these funds.

All Funds must be distributed as described within 90 days of the final vote.

Article IX
Parliamentary Authority

Section 1 Procedure

Where the proceeding or issues are not addressed by this constitution, the meetings shall be governed and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

Article X
Amendments

Section 1 Amendments

The articles of these Bylaws may be reviewed by the Executive Committee and submitted to the membership at a regular or special meeting of the membership. The proposed changes shall be e-mailed or mailed to current members for not less than one week prior to such meeting. All amendments must be approved by a majority vote of those members present.

Adopted: 10/23/2018 Newly Adopted Bylaws to completely replace The Grand Valley Area Chamber of Commerce Constitution.

Amended: