

**BYLAWS AND CORPORATE REGULATIONS
OF
BELLAIRE AREA CHAMBER OF COMMERCE**

**Incorporated as The Board of Trade of Bellaire, Ohio
on March 14, 1942 under Charter No. 183700.
Articles Amended to change name to Bellaire Area Chamber of Commerce
on October 25, 1960**

ARTICLE ONE- NAME AND PRINCIPAL OFFICE

Section One - The name of the corporation shall be **BELLAIRE AREA CHAMBER OF COMMERCE**, and shall be hereafter referred to “**the Chamber**”. This organization is incorporated under the law of the state of Ohio and shall have a principal office located in the Village of Bellaire, Belmont County, Ohio.

ARTICLE TWO- PURPOSE

Section One - The purpose of the Chamber shall be to develop, encourage, promote and protect the commercial, professional, financial, agricultural, and general business interests of the Bellaire area and the adjacent territory; to promote the civic interests and the general welfare of the Bellaire community; to extend and promote the trade and commerce , and foster, develop and protect the industry of the area; to encourage the development of the transportation and communication facilities and various resources of the community and surrounding territory; to procure laws and regulations desirable for the benefit of business in general; and to provide a forum for the reflection of the sentiments of business regarding matters which affect its interests.

Section Two - The Chamber shall be non-partisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for public office in Village, County, State or National government, nor shall any meetings of a political nature whatsoever be held within the premises occupied by, under the control of, or during any duly noticed meeting of the Chamber; PROVIDED HOWEVER, this prohibition shall not include events and activities sponsored by the Chamber where such candidates, or elected public officials may be in attendance to address the membership on matters of legislative importance to the business community. A Chamber sponsored event open to the public giving the opportunity to members of the Chamber and other interested citizens of the Bellaire area the opportunity to meet and hear candidates for public office set forth their views, opinions and reasons for seeking public office shall not be considered a violation of this section.

ARTICLE THREE-MEMBERSHIP

Section One - The corporation shall have two classes of members, which shall be defined as Regular Members and Lifetime Members. Members shall be qualified and defined as follows:

(A) **Regular Members**- any person or organization having business interests in the community of the Bellaire area, and any business entity where so ever located having similar business interests, may become a Member of the Chamber by paying the required dues of One Hundred Dollars (\$100.00). All membership dues shall be paid annually and become due on January 1. Any new member joining the chamber during the year shall have the dues pro-rated to that portion of the calendar year remaining.

(B) **Lifetime Members**- any person who has been determined by the two-thirds (2/3) vote of the Directors to have rendered long and valued service to the Chamber shall be granted lifetime membership with all future dues waived. Lifetime Members previously granted such status by the Chamber prior to the ratification of these Regulations shall continue with such status. Lifetime Members do not have the right to vote on any matters coming before the membership unless they choose to continue to pay dues as is required for regular members.

(C) **Additional Members**- any person who is designated by a business entity for which the business entity has purchased an additional membership shall be an additional member, and shall be entitled to the same privileges as regular members as provided for hereinafter.

Section Two - Any person or business entity eligible for membership in the Chamber may acquire and hold more than one membership by undertaking to pay the membership fee of each such additional membership, and may designate an individual to represent such each additional membership, subject to the approval of the Board of Directors. Upon approval, the person or persons designated shall have the right to cast one (1) vote for each additional membership held. Such votes may be cumulated on votes taken for the election of members to the Board of Directors, but for no other purpose.

Section Three - Any person designated to represent an additional membership of any regular member shall enjoy all the rights and privileges of a regular membership just as if they were the regular member so long as they continue to serve with the consent of the regular member. The regular member shall have the right at any time to change any or all of its representatives as additional members upon written notice to the Board of Directors of their decision to do so, and by naming a substitute representative for the additional membership.

Section Four - Only regular members and additional members shall have the right to vote at membership meetings, hold corporate offices, and serve on the Board of Directors. Lifetime members shall be entitled to voice opinions on any matter brought before a meeting of the members prior to a vote being taken, but shall not engage in the floor debate and discussion by regular and additional members.

Section Five - Applications for membership shall be made in writing on forms prescribed by the Board of Directors and shall be kept on file in the office of the Secretary in a bound book entitled "Membership Directory". The application shall be regarded as a promise and covenant on the part of the applicant of their interest in and sympathy with the purpose of the Chamber and their adherence to its regulations and rules. Payment of dues by the applicant, and acceptance thereof by the Treasurer of the Chamber shall confer membership upon the applicant. Membership in the Chamber is non-transferrable to other persons or business entities.

Section Six - Any member may be expelled by the Board of Directors for non-payment of membership dues on or before April 1 of each calendar year, or for cause. Expulsion for non-payment of dues shall be automatic and remain in effect until such dues have been paid, at which time the member shall be automatically reinstated as a member. No member shall be expelled for cause without the opportunity for a hearing before the Board of Directors if they desire. A three-fourth (3/4) vote of all duly elected directors shall be necessary to expel a member. An expelled member shall have the right to appeal to the entire membership of the Chamber by requesting and submitting in writing to the President of the Chamber a request for a special meeting of the membership within three (3) days following their receipt of notice of the decision of the Board of Directors to expel them. Such appeal shall be heard at a special meeting of the membership within thirty (30) days of the appeal request, and may be overturned by the majority vote of the members present at the special meeting.

Section Seven - The death, resignation, or expulsion of an additional member shall terminate that membership until a substitute is designated by the regular member. The death or resignation of a regular member shall terminate that membership only until a substitute is designated for the regular membership. The termination of a regular membership by resignation of the regular member does not automatically terminate any additional memberships without direction from the regular member that such additional memberships are to be terminated. The termination of a membership shall work a forfeiture of all interest of the member with respect to the Chamber.

Section Eight - No member will have any right, title or interest in any of the property or assets or earnings of the Chamber, nor will any property or assets be distributed to any member on its dissolution or winding up of its affairs.

Section Nine - No member of the Chamber shall be personally liable for its debts, liabilities, or obligations which may be incurred by its officers or directors, nor shall they act so as to bind the Chamber for any debt, liability or obligation not approved by the Board of Directors.

ARTICLE FOUR- MEETINGS OF MEMBERS

Section One - The Members shall meet in regular session on the third Thursday of every month at 12:00 o'clock noon at Bellaire Public Library Community Room, or at some other designated location. The Annual Meeting of the Members shall take place on such date in January of each year.

Section Two - Notice of all regular meetings shall be published in the Times-Leader newspaper not less than three (3) days prior to the scheduled meeting, and notice shall also be sent to all members electronically by email who have provided an email address to the Secretary. Any member who does not have an email address on file, or any member whose email is returned electronically as undeliverable, shall be noticed by telephone at the telephone number listed in their membership application. A quorum of twenty-five percent (25%) of members in good standing is required to conduct any business of the members at such meetings.

Section Three - Special meetings of Members may be called at the discretion of the President, or by the written request to the Secretary by ten percent (10%) of members in good standing, or by a two-thirds (2/3) concurrence of the Board of Directors. Notice of all special meetings shall be published in the Times-Leader newspaper not less than five (5) days prior to the scheduled meeting, and shall also be sent to all members by email who have provided an email address to the Secretary. The Secretary shall be required to advise any member who does not have an email address on file, or any member whose email is returned electronically as undeliverable, each Officer, and each member of the Board of Directors of the special meeting in writing not less than five (5) days prior to the meeting. A quorum of twenty-five percent (25%) of members in good standing is required to conduct any business of the members at such meeting.

ARTICLE FIVE - BOARD OF DIRECTORS

Section One - The government of the Chamber, the direction of its work and the control of its property, shall be vested in a Board of Directors consisting of Nine (9) members-at-large, and the Past-President of the Chamber. Three (3) directors shall be elected annually for a term of three (3) years as provided by these Regulations. Any director at the expiration of their term of office may stand for re-election upon notification to the Secretary of their desire to do so.

(On October 27, 2011, the Board of Directors voted to reduce the number of Directors from Eighteen (18) to Nine (9) which will take place over a period of three (3) years, electing three (3) Directors per year.)

Section Two - The Board of Directors shall have the power to fill all vacancies on the Board for whatever unexpired term may remain as a result of the vacancy.

Section Three - No person shall serve as a Director unless they shall be a regular or additional member of the Chamber in good standing with full voting power. Lifetime members shall not be entitled to be a Director.

Section Four - The Past President shall serve as a member of the Board with full voting privileges as a Board member for one (1) year after retirement if they continue to maintain membership.

Section Five - The Board of Directors may adopt rules for conducting the business of the Chamber.

Section Six - The Board of Directors shall meet not less frequently than once a month, and at such regular time and place as may be determined by them. Generally, the Board shall meet immediately preceding the monthly meetings of members in regular session on the third Thursday of every month at 11:30 o'clock a.m. at Bellaire Public Library Community Room, or at some other designated

location. The Board may adopt rules to insure the attendance at its meetings in order to complete and fulfill its obligations, duties, and responsibilities. Attendance at board meetings is a requirement, and any Board member who misses three (3) consecutive general meetings without good cause shall be subject to the loss of their position on the Board. The Secretary shall notify any Board member missing two (2) consecutive general meetings that they shall be subject to removal by the Board upon a failure to attend the next meeting. The Board of Directors shall make any decision to expel a Board member upon a motion and majority vote in the affirmative for removal. The Board member removed shall receive in writing from the Secretary an official notification of their removal and the cause there for.

Section Seven - A one-half (1/2) majority of the Board of Directors elected at-large shall constitute a quorum.

Section Eight - Any member serving on the Board of Directors may designate an individual in their employ to attend board meetings in their absence at any meeting, and subject to the approval of the Board, be entitled to exercise the voting power of the duly elected member employing them.

ARTICLE SIX - ELECTION OF DIRECTORS

Section One - The Board of Directors shall be elected by the vote of the entire membership of the Chamber by secret ballot as hereinafter provided. The election shall take place during the month of December of each year, commencing on the date the Secretary mails out ballots which shall not be later than December 5, and closed on December 30 at 2:00 o'clock P.M..

Section Two - The Secretary shall make membership records available to the Directors by certifying the membership roll as of November 1 of each year prior to any election of Directors. A nominating committee of not less than five (5) members of the Chamber shall be appointed by the President upon certification by Secretary of the membership roll, and not later than November 5. The nominating committee shall nominate from the membership twice as many members as are to be elected to the Board of Directors, and shall file a list of the nominees recommended with the Secretary by November 15, and not later than fifteen (15) days prior to the commencement of the election. It shall be the duty of the nominating committee to interview each of the candidates selected prior to placing their names on the ballot and secure their pledge to serve faithfully if elected. Any candidate nominated, or any member seeking to run as a write-in candidate for office, shall have the right to request a copy of the membership records from the Secretary for purposes of communicating with the members of the Chamber. A member seeking to run as a write-in candidate must file with the Secretary not later than November 30th their declaration of candidacy as a write-in candidate in order to be eligible to have votes cast on their behalf counted.

Section Three - The Secretary shall mail to all members of the Chamber not later than December 5 a list of the candidates selected by the nominating committee, along with a ballot on which the names of the candidates shall be arranged in alphabetical order of Surnames. The ballot shall be so printed as to give each voter an opportunity to designate their choice of candidates by placing an "X" in the

square placed at the left of the name of the candidate on the ballot. The ballot shall also contain not less than three (3) blank lines with a similar square at the place of each where the name of a write-in candidate may be clearly written and an "X" placed to the left of the written in name. A self addressed return envelope marked "election ballot" shall also be mailed with the ballot.

Section Four - Voting shall be by regular and additional members only, and by lifetime members who have chosen to pay dues. Voting shall be by secret ballot delivered to the Chamber office in the envelope enclosed with the ballot, either in person or by mail, and not later than 2:00 o'clock p.m. on the 30th day of December.

Section Five - The President shall appoint and submit to the Board of Directors for approval a committee of three (3) individuals who shall not be members of the Board of the Directors, Officers, or candidates whose names appear on the ballot. The committee shall have sole control of the election and supervision over the ballots. All ballots received by the committee shall be opened and counted. The candidates receiving the highest number of votes shall fill the positions open on the board. In the event of a tie vote, the committee shall decide the issue by lot with those candidates present. The final count of the election, including the names and votes recorded for each candidate, shall be certified and signed by the committee to the Secretary, and the ballots, the tabulation, and certification of the committee shall be available for inspection by any member.

Section Six -. Newly elected directors shall assume office in January following their election.

ARTICLE SEVEN- OFFICERS

Section One - The officers of this corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Said officers shall be elected by the Board of Directors at the first meeting in January immediately following the seating of the new board members elected the preceding month. All officers shall hold office for a period of one (1) year from the date of their election if elected in January, or until the election and qualification of their successor.

Section Two - All of the officers must be members of the Board of Directors with the exception of the Secretary who shall be employed by the Board at such rates of compensation and terms and conditions of employment as the Board may determine.

Section Three - The duties of the officers shall be as follows:

(A) **President**- The President shall preside at all meetings of the Members and the Board, make appointments to committees on which he may sit as an "*ex-officio*" member, and shall be responsible for the active functioning of all other offices and of the Chamber. The President shall sign the official contracts, records, and official documents of the Chamber to authenticate them. The President shall commend such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

(B) **Vice-President**- The Vice-President shall perform all of the duties of the President in absence of the President. In the event of the absence of both the President and Vice-President, those present at any meeting shall elect a President Pro Tempore to assume such duties.

(C) **Secretary**- The Secretary shall work under the direct supervision of the President and the Board of Directors. The Secretary shall keep the minutes of all proceedings at meetings of the members and the Board of Directors, and make an accurate and proper record of the same, which shall be maintained and preserved in a permanent fashion. The Secretary shall read at any meeting of members the minutes so recorded from the prior meeting unless otherwise dispensed with by vote of the members. Financial records of the Chamber shall be under the custody of the Secretary, whose duty it will be to assist in the preparation of the monthly treasurer's report in co-operation with the Treasurer. The Secretary shall be required to give all notices as may be called for by these Regulations. The Secretary shall also be required to receive and file all correspondence transmitted to the corporation, and shall prepare any correspondence on behalf of the corporation and as may be directed by these Regulations, the Board of Directors, or the President. The Secretary shall be in charge of all records pertaining to the membership of the Chamber, including the names of the members, their mailing address, their phone number, and their email address all of which shall be placed on an application form. The Secretary shall be required to give a monthly report of all membership activities at each meeting of the members. The Secretary shall be an "*ex-officio*" member of all committees, and shall coordinate the activities of such committees.

(E) **Treasurer**- The Treasurer shall work under the supervision of the President along with an Audit Committee appointed by the President pertaining to the funds belonging to the Chamber. The Treasurer shall receive and have in their charge all money and securities belonging to the Chamber, and shall maintain accounts into which the funds of the Chamber shall be deposited and expended. No funds of the Chamber shall be commingled with funds of other projects not directly authorized by the Board of Directors, and no funds of such projects not authorized by the Board of Directors shall be placed into accounts in the name of the Chamber. The Treasurer shall be required to make a monthly written report listing all receipts and disbursements, and balances of funds in each account, at each meeting of Directors, and on the expiration of their term, tender to the Board of Directors, all money, accounts and records maintained by them. Failure to provide such written reports shall constitute grounds for removal from office. All of such records are to be maintained by the Treasurer in the office of the Chamber and under the custody of the Secretary, whose duty it will be to assist in the preparation of the monthly treasurer's report. The Treasurer shall be required to issue checks on behalf of the Chamber, together with any other co-signatory as the Board of Directors may direct. All funds received from events and activities sponsored by the Chamber shall be under the direction and control of the Treasurer, or their designate. The Treasurer shall be bonded in the sum of One Thousand Dollars (\$1,000.00), the cost of which shall be assumed by the corporation.

ARTICLE EIGHT-COMMITTEES

Section One - The President shall be empowered to appoint such standing committees and special committees as may be deemed necessary for the conduct of the affairs of the Chamber, but subject to the approval of the Board of Directors. Each member of every such committee shall serve during the pleasure of the President. It shall be the function of the committees to investigate and make recommendations. No committee, standing or special, shall have the power to commit the Chamber on any matter of general policy. It is the intent of this section to provide that committees shall have the authority to decide matters of interest to such committees only and to recommend to the Board of Directors for decision on all matters affecting the community or the Chamber as a whole. From any committee majority and minority reports may be submitted to the entire Chamber membership or Board of Directors.

Section Two - The Executive Committee shall be composed of the President, the Vice-President, the Secretary, the Treasurer, and two Directors appointed by the President. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber. It shall have general charge of the finances and property of the Chamber and shall have authority to order disbursements for necessary expenses, and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board of Directors. The Executive Committee may refer matters brought before it to a proper standing committee which it may designate, or the Board of Directors.

Section Three - The Audit Committee shall consist of the President and two members of the Board of Directors. Its duties shall be to examine into and report to the Board of Directors the financial operations of the Chamber. A quarterly audit of the Chamber books shall be completed by this committee, and a statement to the Board that an examination and audit was made, and in their opinion is correct as to methods and balances, is satisfactory compliance with this provision.

Section Four - The other standing committees which the President shall appoint are Nominating, Activities, Membership, Christmas Parade, Christmas Lights, and Fund-raising.

ARTICLE NINE-DISPOSITION OF CORPORATE PROPERTY

Section One - All title to Chamber property shall be vested in the corporation. No property of the Chamber may be sold, transferred, mortgaged, encumbered, gifted, conveyed, or in any other many affecting its ownership altered or modified, without authorization of Board of Directors.

Section Two - Upon approval of the budget, the Secretary and/or Treasurer shall be authorized to make disbursements on account of the expenses provided for in the budget without additional approval of the Board of Directors. All disbursements shall be made by check, signed by the Treasurer. Disbursements of funds of the Chamber to cover expenses not provided for in the budget shall be made only after the same have been approved and ordered by the Board of Directors. In no case shall appropriations of money or other property of the Chamber be made for any purpose other

than to defray legitimate expenses, except by unanimous vote of the members present at a meeting of the Board of Directors, or a two-thirds (2/3) vote of those present at a meeting of the members.

ARTICLE TEN - CONFLICTS OF INTEREST

Section One - No Officer or member of the Board of Directors shall exercise any authority or vote on any matters where their personal and private business interests may appear to be in conflict with the best interest of other chamber members or the objectives established under Article II of these Regulations.

Section Two - In the event that an actual conflict of such interests arises, whether called to the attention of the Board of Directors by the affected Officer or Director, some other Director, or any member, the affected Officer or Director shall be called upon to step aside from their elected position as Officer or Director and address the Board solely as a member. If such affected Officer is the President, they shall not preside at any meeting wherein the subject of the conflict of interest will be discussed. No Officer or Director shall be permitted to cast any vote upon a motion or resolution acted or voted upon by the Board of Directors and dealing with the subject of the conflict of interest.

Section Three - Any affected Officer or Director shall be entitled to exercise the authority of their position on all other matters coming before the board.

ARTICLE ELEVEN- ORDER OF BUSINESS

Section One - The order of business at all meetings of the Members and Directors shall be as follows:

- (1) Reading of the minutes by the Secretary of the prior meeting;
- (2) Reading of the report of the Treasurer;
- (3) Reading of the report of the President;
- (4) Correspondence;
- (5) Reports of Committees;
- (6) Unfinished Business;
- (7) New Business;
- (8) Nominations and elections to fill vacancies, or nominations for Officers to be filled upon the expiration of terms of office;
- (9) Adjournment

Section Two - This order of business shall not be suspended except upon a majority vote of the members present at the meeting.

Section Three - The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

Section Four - In the event that these Regulations do not specify a procedure to be followed, then the Non-Profit Corporation Law of the state of Ohio shall govern and be followed by the Members, Officers and Directors in governing the affairs of the corporation.

ARTICLE TWELVE- AMENDMENTS

Section One - These Regulations may be amended, supplemented or repealed by a two-thirds (2/3) affirmative vote of the Members present at a meeting upon the following conditions:

- (1) The proposed amendment, supplement, or repealing language shall have been first submitted in writing to the Secretary at the monthly meeting of the Members immediately prior to the meeting at which a vote on the proposal shall be undertaken;
- (2) The proposed amendment, supplement or repealing language shall be in the form of a written motion, duly seconded, signed by the proponent, and which shall then be tabled automatically and without motion for consideration at the next regularly scheduled meeting;
- (3) The Secretary shall provide to each Officer and Director a copy of the proposed amendment, supplement or repealing language within ten (10) days after the meeting at which it has been proposed;
- (4) The Members shall be notified of the next monthly meeting as though it were a special meeting under Article Four, Section 3, but which notice shall also include the words **“Proposed Amendments to the Regulations will be considered at this meeting”**.

Section Two - Upon compliance with the above procedure, the proposed amendment, supplement or repealing language shall be considered under Old Business at the next monthly membership meeting.

Section Three - Upon a two-thirds (2/3) affirmative vote of the members present at the next monthly meeting at which a quorum exists, the proposed amendment shall be adopted effective immediately.

ARTICLE THIRTEEN- FISCAL YEAR

Section One - The fiscal year of the Chamber shall be the calendar year.

WE, THE UNDERSIGNED President and Secretary do hereby certify that the foregoing Regulations were approved by the affirmative two-thirds (2/3) vote of the Members of BELLAIRE AREA CHAMBER OF COMMERCE at a meeting duly noticed and held on the 21st day of February, 2010, and do hereby constitute the Code of Regulations for the government of said corporation, as amended.

President

Secretary