

## Statement of Organization and By-Laws

### ARTICLE 1 - GENERAL

#### Section 1 – NAME

The Columbia Chamber of Commerce is incorporated under the laws of the State of Ohio and shall be known as The Columbia Chamber of Commerce Incorporated. The name "Columbia Chamber of Commerce" is the sole property of the Chamber, and may not be used without permission of the Chamber.

#### Section 2 - MISSION

The mission of The Columbia Chamber of Commerce is:

“To promote the success and growth of the local area business community.”

#### Section 3 – PURPOSE

The Columbia Chamber of Commerce’s is organized to achieve the objectives of:

1. Contribute to economic development efforts for commerce, industry in maintaining and strengthening a sound and healthy business climate in the local area.
2. Act as advocates at the local, state and national government levels on behalf of local area businesses, and to support programs, initiatives and policies that uphold our mission.
3. Provide members with value-added services made available through Chamber membership.

#### Section 4 – LIMITATIONS OF METHODS

The Columbia Chamber of Commerce shall observe all local, state and Federal laws, which apply to a nonprofit organization as defined in Section 501(c) (6) of the Internal Revenue Code.

The Chamber shall be nonprofit, nonsectarian, nonpartisan, and shall not support or oppose any candidate for elected, public office: however, the Chamber may take a nonpartisan position on issues important to the continual expansion and growth of the community.

#### Section 5 - INFORMATION

Access to Chamber documentation/information is available by written request at the discretion of the Board of Directors provided that person is a member in good standing of the Columbia Chamber of Commerce.

## ARTICLE II - MEMBERSHIP

### Section 1 – ELIGIBILITY

Any individual, sole proprietor, association, corporation, or partnership having an interest in the objectives of the organization shall be eligible to apply for membership.

### Section 2 – ELECTION

Applications for membership may be made in writing, on forms provided for that purpose, and signed by the applicant. Application for membership may also be made orally to the Chamber office or electronically, if followed by application in writing. The Membership Committee (or designated individual) shall review all applications and submit them to the Board of Directors with a recommendation. The Board of Directors at any meeting thereof shall make final approval of membership applications. Any applicant so elected shall become a member upon payment of the regularly schedule dues as provided in of Article II, Section 3.

### Section 3– DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually, in advance.

### Section 4 – DISCIPLINARY ACTION

If a disciplinary action is taken, the Board of Directors shall issue a written notice of the action taken to the member. The notice shall be given ten (10) days prior to the scheduled meeting to discuss the matter. The action taken may include reimbursements, suspension, expulsion or any other action, which the Board may, in its sole and absolute discretion, deem appropriate. Any member shall be subject to disciplinary action by the Board of Directors by a majority vote of the entire Board on the following grounds:

- (a) Non-payment of dues after ninety (90) days from the due date.
- (b) The member has engaged in illegal conduct involving moral turpitude.
- (c) The member has engaged in conduct involving fraud, deceit, dishonesty or misrepresentation.

(d) The member has engaged in conduct, which is prejudicial to the good order, reputation, or general welfare of the chamber.

(e) The member has engaged in conduct involving discrimination prohibited by the law because of race, color, age, gender, sexual orientation, national origin, marital status, or disability.

#### Section 5 – APPEARANCE

In its sole discretion, if the Board of Directors finds from its investigation reasonable grounds for disciplining the member, the Board of Directors shall invite the member involved to appear before the Board, at a time reasonably convenient to all parties, on all relevant matters. The failure of the member involved to appear before the Board of Directors at the appointed time shall not preclude the Board from administering disciplinary action, the Board of Directors, in its sole and absolute discretion, shall deem appropriate.

#### Section 6 – TERMINATION

(a) Any member may resign from the Chamber upon written request to the Board of Directors;

(b) Any member shall be expelled by a two-thirds (2/3) vote of the Board of Directors, for nonpayment of dues after ninety (90) days from the date due.

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

#### Section 7 - VOTING

In any proceeding in which voting by the general membership is called for, each member organization in good standing shall be entitled

to cast one vote.

#### Section 8 – EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership, individual(s), member(s) or estate holding membership may nominate individuals to represent them as their proxy, whom the holder desires to exercise the privileges of membership, and shall have the right to change its membership nomination upon written notice.

#### Section 9 –HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer to invoke or revoke honorary membership by a 2/3 vote of the Board of Directors.

## ARTICLE III – MEETINGS

### Section 1 – MEETINGS

The President may call general meetings of the Chamber of Commerce at any time, or upon petition in writing of 10% of the members in good standing:

- (a) Notice of special meetings shall be mailed to each member at least seven (7) days prior to such meetings;
- (b) Board meetings may be called by the President or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least three (3) day prior to said meeting;
- (c) The Committee Chair Person may call committee meetings at any time.

### Section 2 –DATE & TIME OF MEETING

The General Membership Meeting of the Chamber shall be held on the date determined by the Board of Directors, and at a location and time determined by the Board.

The Executive meeting of the Board of Directors shall be held monthly at a location and time determined by the Board.

### Section 3 – QUORUMS

At any duly called General Meeting of the Chamber, 5% of the membership in good standing, in addition to 50% of the Board of Directors shall constitute a quorum. 50% of Directors shall constitute a quorum of the Board of Directors. Committee Meetings, a majority shall constitute a quorum.

## ARTICLE IV – BOARD OF DIRECTORS

### Section 1 – COMPOSITION OF THE BOARD

The Board of Directors shall be composed of a minimum of 7 and a maximum of 11 members, all of who shall be elected under this Article. The government and policy-making responsibilities of the Chamber

shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

## Section 2 –SELECTION AND ELECTION OF DIRECTORS

### (A) NOMINATING COMMITTEE

At the regular March Board meeting, the President shall appoint a Nominating Committee leader who shall choose three (3) members of the Chamber, whom are not running for a board position during that same year.

#### i. INITIAL NOMINATION

Prior to October, the Nominating Committee shall present to the Board of Directors, a slate of candidates to serve three-year (3) terms to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a Directorship.

### (B) PUBLICITY OF NOMINATIONS

Upon receipt of the report of the Nominating Committee, the Board of Directors shall immediately notify the membership by mail of the names of person nominated as candidates for Directors and the right of petition.

### (C) ELECTION OF BOARD MEMBERS

In its regular November membership mailing, the general membership shall receive one ballot per member organization. The nominated Directors shall be notified in writing and shall attend the General Membership meeting prior to taking office the following January, as per

Section 3 of this Article.

### (D) CONFIDENTIAL INFORMATION

Staff personnel, Executive Committee members, Directors and Officers will be exposed to information that should remain confidential unless otherwise noted. It is the duty of all such persons to respect confidential nature of this information and maintain that confidentiality at all times.

## Section 3 - SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated January 1 of the following year, and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of December 31st of that year.

#### Section 4 – VACANCIES/TERMINATION

A member of the Board of Directors absent from three (3) consecutive regular board meetings or four (4) board meetings in any twelve (12) month period may be dropped from membership on the Board, unless confirmed by medical reasons or other absence approved by a majority vote of the Board of Directors. The termination of any Officer, Director, or President shall require a two-thirds (2/3) vote of the entire Board of Directors for removal. A member of the Board of Directors may, at any scheduled Board Meeting, request a vote on the termination of an Officer. If that motion is sustained by a majority vote, a special meeting will be called for a time no earlier than ten (10) days and no later than thirty (30) days from the time of the passage of the motion calling for a vote. At the time of this second meeting, it will require a two-thirds (2/3) vote of the entire Board of Directors, by sealed ballot (either present or by proxy) to remove an Officer. Both meeting shall require the presence of a quorum of a majority of the Board of Directors. Motions for removal of a Director must be submitted directly to a member of the Executive Board. The Executive Board will meet with the Director to review the motion. If the motion is found to have merit, a written notice will be sent to the Board of Directors. At the next regularly scheduled meeting of the Board of Directors, the Executive Board will present the motion and request a vote on the termination of the Director. It will require a two-thirds (2/3) vote of the entire Board of Directors, by sealed ballot either in person or by proxy to remove a Director.

The President will appoint a member to fill a vacancy of an unexpired term provided the member is in good standing.

#### Section 5 – INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings, in which they or any of them are made parties, or party, by reason of having been Directors of the Chamber, except in relation to matters as to which such Director shall be adjudged in such action, suit or proceeding to be liable for such negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability for negligence or misconduct.

#### Section 6 – EXECUTIVE COMMITTEE

An executive committee of the Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer. It shall meet as needed to address any and all issues to come before the board.

### ARTICLE V – OFFICERS

#### Section 1 – DETERMINATION OF OFFICERS

The Nominating Committee is to follow the same procedure in nominating officers as explained in Article IV, Section 2.

#### Section 2 – POSITIONS OF OFFICERS

All officers shall be members of the Board of Directors with the exception of Secretary and Treasurer, if it is a paid position.

#### Section 3 – DUTIES OF OFFICERS

##### (A) PRESIDENT

The President shall serve as the Chief Executive Officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The President shall, with the advice and counsel of the Vice-President and Board of Directors, assign chairperson to committee responsibilities, subject to Board of Directors approval. The President shall, when directed by the Board of Directors, sign with the proper officers of the Chamber all contracts, securities, and other obligations of the Chamber in the name of the Chamber, and he/she shall have a general oversight of the affairs and finances of the Chamber.

##### (B) VICE-PRESIDENT

The Vice-President shall serve as President in the absence of the President. The duty of the Vice-President shall be such as title by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. He/She will also have under their immediate jurisdiction all committees pertaining to their general duties.

##### (C) SECRETARY

The Secretary shall keep the minutes at all meetings of the Chamber and of the Executive Committee. He/she shall attend to the giving

and serving of all notices for the Chamber, and shall be responsible for mailing notices concerning regular and special meetings. The

Secretary shall attest to the signatures of the proper officers of the Chamber to all contracts, securities and obligations of the Chamber in

the name of the Chamber. The Secretary shall be responsible for responding to all correspondences to the Chamber, including but not

limited to, requests for brochures and general information about the Chamber and its activities.

## (D) TREASURER

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and President or Vice-President or in the absence of the Treasurer. Treasurer shall report the condition of the Chamber's finances at every meeting and every item of receipt of payment not before reported. At the annual meeting, the Treasurer shall render an account of all moneys received and expended during the previous fiscal year.

## Section 4 – INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Officers or former Officers as defined in Article IV, Section of these Bylaws.

## ARTICLE VI – CONFLICTS OF INTEREST

### Section 1 – PURPOSE

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 the chamber and other chamber members or the objectives established under Article II. In the event that an actual conflict of interest arises, whether called to the attention of the Board of Directors by the affected officers or Director or 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 office is the President, he/she shall not preside at any meeting where in the subject of the conflict of interest will be discussed. No effected 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. Any affected Officer or Director shall be entitled to exercise the authority of his/her position on all other matters coming before the Board.

### Section 1 – DEFINITIONS

#### (A) INTERESTED PERSON

Any Director, principal officer, or member of a committee of the Board of Directors who has a direct or indirect financial interest, as defined below, is an interested person.

#### (B) FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

## Section 2.1

- i. An ownership or investment interest in any entity with which the Columbia Chamber of Commerce has a transaction or arrangement.
  
- ii. A compensation arrangement with the Columbia Chamber of Commerce or with any entity or individual with which the Columbia Chamber of Commerce has a transaction or arrangement, or
  
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Columbia Chamber of Commerce is negotiating a transactions or arrangement.

## (C) COMPENSATION

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

## Section 2 – DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest, an interested person must disclose in writing each year the existence of the financial interest and all material facts to the Directors and/or committee Directors considering the proposed transaction or arrangement.

## Section 3 – DETERMING WHETHER A CONFLICT OF INTEREST EXISTS

After written disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee Directors shall decide if a conflict of interest exists.

## Section 4 - PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

(a) An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board or committee shall determine whether the Columbia Chamber of Commerce can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Columbia Chamber of Commerce's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### Section 5 – VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

(a) If the Board or committee has reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform such Director of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.

(b) If, after hearing such person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the Director has failed to disclose actual or possible conflicts of interest, it shall take appropriate disciplinary and corrective action.

#### Section 6 – PERIODIC REVIEWS

To ensure the Columbia Chamber of Commerce operates in a manner consistent with non-profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conforms to the Columbia Chamber of Commerce's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further non-profit purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### Section 7 – USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Paragraph 6 of this Article VI, the Columbia Chamber of Commerce may, but need not, retain independent advisors and/or experts. If independent

third parties are retained for this purpose, such action shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

## ARTICLE VII – COMMITTEE & DIVISIONS

### Section 1 – APPOINTMENT & AUTHORITY

The President shall designate all committees and committee leaders. The President may appoint such standing committees, special committees and their standing committee leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President, and shall serve concurrent with the term of the appointing President unless the Board of Directors approves a different term. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

### Section 2 – LIMITATION OF AUTHORITY

No action by any member, committee, division, 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 Board of Directors. The President shall discharge committees when its work has been completed and its report accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

### Section 3 – TESTIMONY

Once the committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders 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.

## ARTICLE VIII – FINANCES

### Section 1 – FUNDS

All money paid to the Chamber shall be promptly deposited in the appropriate fund at a financial institution.

### Section 2 – FISCAL YEAR

The fiscal year of the Chamber shall close on December 31.

### Section 3 – ANNUAL REVIEW

The accounts of the Chamber shall be compiled annually as of the close of the business as of December 31st by a Certified Public Accountant, if possible. The report shall at all times be available to all members of the organization within the offices of the Chamber. Each January a committee of three (3) members, appointed by the President, will review the prior year's checks, invoices and bank activity with a report to be submitted at the February Board meeting. One member of the committee should be an Accountant by trade, if possible.

## ARTICLE IX-DISSOLUTION

### Section 1- PROCEDURE

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall insure, or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining 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 as defined in IRS Section 501(c) (6).

## ARTICLE X

### Section 1 - PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

### Section 2 – SEVERABILITY

Each section, subsection, paragraph, provision, requirement, restriction or regulation of these Bylaws or amendments hereto is hereby declared to be independent, and the holding of a part to be invalid shall not affect the validity of these Bylaws or amendments.

## ARTICLE XI – AMENDMENTS

### Section 1 – REVISIONS

These Bylaws may be amended or altered or repealed by a two-thirds (2/3) vote of the Board of Directors or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be

submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.