

**WAYNESVILLE AREA CHAMBER OF COMMERCE
BYLAWS**

Revised September 14, 2023

Original Bylaws approved November 16, 1967

Articles of Incorporation filed January 31, 1968

ARTICLE I – GENERAL PROVISIONS

SECTION 1: Name

The name of this organization, incorporated as a nonprofit corporation under the laws of the State of Ohio, shall be the Waynesville Area Chamber of Commerce.

SECTION 2: Purpose

The Waynesville Area Chamber of Commerce is organized for the purpose of advancing and protecting the civic, retail, professional, agricultural, and commercial interests of this area.

SECTION 3: Area

The Chamber area shall include Waynesville, Corwin and Wayne Township, Harveysburg, Lytle, and Massie Township.

SECTION 3: Limitations

The Waynesville Area Chamber of Commerce is nonpartisan, nonsectarian, and shall take no part in or lend its influence to the election or appointment of any candidate for any political office.

The Waynesville Area Chamber of Commerce shall observe all local, state, and federal laws that apply to a nonprofit 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 having an interest in the objectives of the organization may apply for membership.

SECTION 2: Dues

The board of directors shall determine the dues structure to take effect on January 1st of the following year. Dues shall be paid by March 31st of each year.

SECTION 3: Voting.

In any proceeding in which voting by the membership is called for, each membership in good standing shall be entitled to cast one vote.

SECTION 4: Termination

1) Any member may resign from the chamber upon written request to the board of directors; 2) any member shall be expelled for nonpayment of dues ~~after 90 days~~ **immediately** from the date due unless otherwise extended for due cause; and 3) any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

ARTICLE III – MEETINGS

SECTION 1: Board Meetings

The board of directors shall meet regularly. Schedule of monthly meetings will be approved at first annual board meeting and posted to WACC website. ~~Notice of meetings shall be given seven days in advance.~~ Any changes to that schedule will be posted to the website. A simple majority of the voting members of the board of directors shall constitute a quorum. Special meetings may be called, by the president or upon written application of three other members of the board, with at least 24 ~~Hours notice~~ Hours' notice.

SECTION 2: General Membership Meetings

General membership meetings of the chamber shall be held annually and called when the board deems it necessary or desirable. Members present at the general membership meeting shall constitute a quorum. Special general membership meetings shall be called upon petition in writing of not less than fifty percent of the members in good standing.

ARTICLE IV – GOVERNANCE

SECTION 1: Composition of the Board

The administration and control of the activities and property of the chamber of commerce shall be vested in a board of directors consisting of:

- A. A president, vice president, recording secretary, treasurer, immediate past president, and immediate past treasurer;
- B. Six elected directors; and
- ~~C.~~ C. Three standing positions with ~~no~~ voting privileges: the office of Superintendent of Wayne Local Schools, the office of Village of Waynesville Administrator, and the office of Wayne Township Administrator. Each organization will appoint one person at the start of each fiscal year. Any changes to appointee must be approved by the board.
- ~~D.~~ The immediate past president and immediate past treasurer shall remain on board with voting privileges for a period of two years.

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

SECTION 2: Policy

The board of directors shall be authorized to adopt such rules and regulations as may be deemed advisable for the government of the board, the proper conduct of the business of the chamber, and the guidance of all committees, officers, and employees. Generally, the board shall be empowered to do whatever in its judgment may be necessary to increase the efficiency and to add to the usefulness of the chamber provided such actions shall not be in conflict with the provisions of these bylaws.

SECTION 3: Qualifications

The directors elected to the board of directors should represent a broad spectrum of expertise, knowledge, and experience within the trade area of the chamber of commerce.

SECTION 4: Vacancies

The board of directors may fill any vacancies on the board for the unexpired terms by notifying the

~~general~~General membership of vacancies and in the most efficient manner and requesting interested persons to apply. The existing board members may review and vote for the applicant of their choice to fill the vacancy. The newly elected applicant shall fulfill the remainder of the term. requesting interested persons to apply.

SECTION 5: Unexcused Absence

If a board member has at least two unexcused absences, the board member will be issued a warning by the chamber of commerce office. A third unexcused absence will result in a dismissal from the board of directors.

SECTION 6: Management

The board of directors may select and employ an executive director. The board shall determine the compensation to be paid for his/her services. The executive director shall be responsible to the board. The executive director is accountable for the assurance of his/her work as defined by the board of directors and reports to the president.

SECTION 7: Appointment of Executive Committee

At the last Board meeting of the fiscal year, the board of directors shall qualify and elect from the eligible Board members a President, Vice President and Secretary. Any Board members who has served one year is eligible for these offices. The Treasurer shall be appointed by the Executive Committee. All officers serve a term of two years with 3 term limits. The President, Vice President, Secretary and Treasurer will also form the Executive Committee. The Executive Committee will meet whenever necessary.

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SECTION 8: President

The president shall preside at all meetings of the chamber and board of directors, and perform all duties incident to the office as required by law and indicated by the title. The president shall vote only in the event of a tie. The president shall, subject to the approval of the board of directors, appoint all committees and the president shall be an ex-officio member of all committees. At the completion of the term of office, the president will remain as past president for two years as a member of the board of directors, with voting rights.

SECTION 9: Vice President

In absence of the president, the elected vice president shall perform the duties of the president. The vice president shall be responsible for the continuity and duties of the appointed committees and shall make his/her report to the president. If the president becomes unable to complete their term, the vice-president shall fulfill the duties of president. If this is not an option, the remaining board members may choose to vote for a new leader to fulfill the remaining term of president.

SECTION 10: Secretary

The duty of the Secretary is to ensure the keeping of accurate records of the acts and proceedings of the Board of Directors, and in general to perform all duties pertaining to the office. On the expiration of his/her term, the secretary shall deliver the books, papers and property of the Chamber in his/her hands to his/her successor or to the President.

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SECTION 9: Treasurer

The treasurer shall be custodian of all funds of the chamber, and shall operate under the direction of the board of directors. The treasurer shall provide written financial reports to the board of directors. At the completion of the term of office, the treasurer will remain as past treasurer for two years as a member of the board of directors, with voting rights.

SECTION 10: Indemnification

The chamber shall provide for indemnification by the chamber of any and all current or former officers, directors, and employees 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 a party, by reason of having been officers, directors, and employees of the chamber, except in relation to matters as to which such individual shall be adjudged in such action, suit or proceeding to be liable for 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.

ARTICLE V – ELECTIONS

SECTION 1: Selection and Election of Directors and Officers

The general membership shall elect the officers and directors as follows:

~~A. The president and secretary shall be elected in even-numbered years, with the two-year term commencing in the following year. The vice president and treasurer shall be elected in odd-numbered years, with the two-year term commencing in the following year.~~

~~C-A.~~ FiveThree directors shall be elected in even-numbered years, with the two-year term commencing in the following year. FiveThree directors shall be elected in odd numbered years, with the two-year term commencing in the following year.

B. The limit of service as either an elected director or an elected officer shall be three successive terms, or six years. One year off from service as a director is required before a member is eligible for election.

~~D.~~
SECTION 2: Nominating ProcessCommittee

Each fiscal year, new members to the Board of Directors will be elected by the following process.

*June-Nominating Committee will be formed under the direction of the President. This committee will consist of two board members not running for office and three members from the general membership. The objective of this committee is to seek potential candidates to fill vacating spots and confirm judges to certify election votes.

*October-The nominating committee shall present to the board a slate of names of candidates nominated and shall certify that each member us an active member in good standing and has expressly agreed to accept the responsibilities of the office.

Also, the board shall appoint at least three, no more than five, judges who are not members of the board of directors or candidates for election to complete the supervision of the election, including auditing the ballots

*November 1-Offical ballots will be mailed out to the general membership. Those ballots must be returned to the designated location by December 1st.

*December 1-Deadline for all ballots to be returned. Immediately after the deadline, the judges must meet between that time and the date of the regular board meeting to validate and certify the votes. Results will be presented to the general membership.

*December Board Meeting-Officers for the next fiscal year will be elected with their new terms starting January 1.

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The president, with approval of the board of directors, shall appoint a Nominating Committee prior to the August meeting, consisting of two board members not running for office and three members from the general membership. This committee shall research and interview the pool of candidates and develop the slate of candidates. Prior to the October board meeting this committee shall present to the board a slate of the names of candidates nominated and shall certify that each candidate is an active member in good standing and has expressly agreed to accept the responsibilities of office.

SECTION 3: Judges

The board shall appoint at least three but not more than five judges who are not members of the board of directors nor candidates for election. One will be designated chair. Such judges shall have complete supervision of the election, including auditing the ballots. They shall report the results of the election to the board of directors for certification.

SECTION 4: Ballots

Official ballots will be mailed to the general membership by November 1. Official ballots must be returned to the designated judges by December 1st.

SECTION 5: Results

Election results will be presented to the general membership in December.

ARTICLE VI – FINANCES

SECTION 1: Accounting

The treasurer shall keep the chamber books in Quicken or a similar computerized program. The chamber office will maintain checks and balances, make all deposits, and write all checks. The treasurer will balance the checkbook with the chamber staff on at least a monthly basis. An outside payroll service prepares all taxes and necessary government reports. The treasurer, on behalf of the Finance Committee, will provide complete budget reports at each board meeting.

SECTION 2: Disbursements

No disbursements of the funds of the chamber shall be made unless the same have been approved and ordered by the board of directors. All disbursements shall be made by check. All checks written for more than \$500.00 must be signed by any two of the authorized signers. The authorized signers, designated by the board of directors for any chamber of commerce account, shall be the president, executive director, treasurer, and office manager. Regular expenses previously budgeted and approved by the board shall be paid as they come due.

SECTION 3: Fiscal Year

The fiscal year of the chamber shall close on December 31st.

SECTION 4: Bond

The treasurer, executive director, and other officers and staff as the board of directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the board and paid for by the chamber.

SECTION 5: Audits

The Executive Committee shall have the authority to commission a financial audit when deemed necessary.

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ARTICLE VII- COMMITTEES

SECTION 1: Standing Committees

It shall be the duty of the President, with the approval of the Board of Directors, to appoint standing or special committees as may be required from time to time. Such committees shall report progress at the monthly Board Meetings when appropriate. Necessary committees and Committee Chairpersons will be voted on by the board during the first Board meeting of the Fiscal Year.

There shall be four standing committees of the board of directors: The Finance and Audit Committee, the Membership Committee, the Executive Committee, and the Ohio Sauerkraut Festival Committee. All directors shall serve on at least one standing committee to foster a culture of an active, hands-on board.

Members of standing committees, other than the president, shall be nominated and approved by the board of directors. Standing committee members and chairs of the committees shall serve a term of one year, beginning at the January Board of Directors Meeting, or until their successors are duly appointed. Committee chairs are appointed by the president of the board in consultation with the Executive Committee. Standing committees shall meet as often as deemed necessary. Any member of the standing committee may be removed at any time, by the board of directors for just cause.

Each committee shall present a report of its most recent meeting to the board of directors. Action or recommendations by any standing committee shall be advisory, and shall not have binding effect except: approval of expenditures within the scope of the budget resolution approved by the board of directors, in matters specifically delegated by the board of directors, or as adopted by the board of directors.

SECTION 2: Finance and Audit Committee

The Finance and Audit Committee shall be chaired by the treasurer. The Finance and Audit Committee shall review budgets, oversee the management of funds, and review periodic financial statements. It shall make financial and budgetary policy recommendations to the board for approval, and shall monitor staff as to implementation. The Finance and Audit Committee will be responsible for the maintenance and review of the chamber's financial policies and procedures. The Finance and Audit Committee shall have the authority to recommend a financial audit when deemed necessary.

Fundraising activities for the Waynesville Area Chamber of Commerce will fall under the supervision of the Finance Committee.

SECTION 2: Membership Committee

It shall be the duty of the Membership Committee in conjunction with the Executive Director, to develop programs designed to grow and maintain the membership of the Chamber. The committee will actively interact with current and prospective members to promote the goodwill of the Chamber to gather feedback about the effectiveness of the Chamber activities and programs.

The Membership Committee shall support staff in seeking to continuously improve the operational strength of the Waynesville Area Chamber of Commerce to enhance member satisfaction with services, increase member recruitment, and increase member retention.

New member recruitment, and existing member retention are the key areas of work for this committee. This committee shall monitor indicators of performance (e.g. membership statistics and trends), and shall review programs designed to improve services under the mission. In consultation with administrative staff, it shall

~~make operational policy recommendations to the Board, and shall monitor implementations approved by the board.~~

~~Membership meetings are a key function of the committee.~~

~~**SECTION 4: Executive Committee**~~

~~The Executive Committee shall be chaired by all officers of the board of directors. The president shall convene the Executive Committee. The Executive Committee may, in certain cases, act on behalf of the board of directors on issues where prior authority has been granted and time does not permit waiting until a regular meeting. Minutes of Executive Committee actions shall be presented for ratification at the next meeting of the board of directors.~~

~~The Executive Committee shall annually review the performance of the executive director and therefore must meet at least once per year. The Executive Committee will present recommendations, following the annual evaluation of the executive director, for ratification at the full board of directors meeting. These recommendations shall be presented in executive sessions of the full board.~~

SECTION 5: Ohio Sauerkraut Festival Committee

The Ohio Sauerkraut Festival (OSF) Committee shall support and organize the OSF. At least three members of the board of directors shall be members of the OSF Committee. The primary goals of this committee shall be to oversee the planning and the decision making for the annual event. It shall meet as often as necessary.

SECTION 6: Ad Hoc Committees

~~As needed, addition ad hoc committees shall be appointed by the president with the advice and approval of the board of directors.~~

ARTICLE VIII – PARLIAMENTARY PROCEDURE

SECTION 1: Referendum

Upon request in writing of fifty percent of the general membership the board of directors shall, or upon its own initiative may, submit a question of general importance by mail to the entire membership for a referendum vote.

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

The ballots shall be counted in the same way as the ballots in the annual election of officers and directors, by judges appointed by the board.

The vote of the majority of the general membership shall constitute a referendum, and action taken thereby shall be final and shall bind the board of directors.

ARTICLE IX – AMENDMENTS

SECTION 1: Revisions

These bylaws may be amended or altered by a majority of the members at any regular or special meetings, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the members in writing at least ten days in advance of the meeting in which they are to be acted upon.

ARTICLE X – 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 inure 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) (3).