

MILAN CHAMBER OF COMMERCE
MILAN OHIO

CONSTITUTION AND 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 Milan Chamber of Commerce.

SECTION 2: Purpose

The Milan Chamber of Commerce is organized to achieve the objectives of: 1) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing them in city, county, state and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business; 2) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade areas; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 3: Area

The Milan Area shall mean to include the counties of Erie and Huron.

Section 4: Limitation of Methods

The Milan 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.

Section 5: Political Affiliation

The Chamber in its activities shall be politically non-partisan, non-sectional, and non-sectarian.

ARTICLE II

Membership

Section 1: Eligibility/Voting

Any person, individual, association, corporation, or partnership having an interest in the organization may apply for one or more memberships in the Chamber of Commerce and shall nominate individuals to represent such memberships, one for each membership. Such membership, when filed with the Milan Chamber of Commerce, shall entitle each nominee to the full privileges of membership except that each member shall have but one vote. Each application to become a member shall be subject to the approval of the Board of Directors. In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 2: Investments

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

Section 3: Termination (Resignation, expulsion and delinquency.)

a) Any member may resign from the chamber upon written request to the Board of Directors; b) Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause; c) Any member may be expelled by a three-fourths vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the chamber. No member may be expelled without the opportunity of a hearing before the Board of Directors at a proposed time and place and after reasonable notice. A three-fourths vote of all Directors present shall be necessary to expel a member. An expelled member shall have the right to appeal to the entire Chamber and upon his written request, he must be allowed to make such an appeal at the next regular monthly meeting or special meeting within the next thirty (30) days of such a request.

Section 4: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice. The death, resignation, or expulsion of a member shall terminate his membership. The termination of a membership shall work a forfeiture of all interest of the member in and to the property of the corporation, and the member shall thereafter have no right thereto or any part thereof. The substitution of a new assignee for the holder of a plural membership shall in no case terminate the particular membership.

Section 5: 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 or revoke honorary membership by a majority vote.

ARTICLE III

Meetings

Section I: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during **February, the end of the fiscal year.** The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2: Additional Meetings (General membership, Board and committee meetings.)

General meetings of the chamber may be called by the President of the Board at any time, or upon petition in writing of any fifty percent or 50% of members in good standing: a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the President of the Board 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) days prior to said meeting; c) Committee meetings may be called at any time by the President of the Chamber, or by the committee's chairman.

Section 3: Quorums

At any duly called general meeting of the chamber, (fifty one percent or 51%) members shall constitute a quorum; at a Board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum. When a quorum cannot be formed for a general meeting, a non-attending member will be considered a vote in favor of the proposed measure.

Section 4: Notices, Agenda, Minutes

Written notice of all chamber meetings must be given at least seven (7) days-in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

ARTICLE IV

Board of Directors

Section 1: Composition of the Board

The government of the Chamber, the direction of its work, and control of its property shall be vested in a Board of Directors consisting of twelve (12) elected members and a maximum of three (3) appointed members. One-third of the twelve (12) elected members shall be elected annually for a term of three (3) years and the three (3) "at large" members shall be appointed by the board to serve one (1) year terms. The 3 "At Large" Directors should be appointed at the general election but the board may fill these vacancies as possible candidates develop. A slate of "At Large" candidates should be presented and shall be considered in the same vote at election. Each "At Large" director is limited to the term of the next general election. The directors shall have the power to fill all vacancies on the Board. Appointments of vacant director seats shall be filled only until the next general election. They may adopt rules for conducting the business of the Chamber. They shall meet not less frequently than once a month, at such regular time and place will be determined by them.

Section 2: Selection and Election of Directors

A. Nominating Committee. At the regular March Board meeting, the President of the Chamber shall appoint, subject to approval by the Board of Directors, a Nominating Committee of (not less than five (5)) members of the Chamber. The President of the Chamber shall designate the chairman of the committee.

At the November Board meeting, the Nominating Committee shall present to the President a slate of candidates to serve three-year 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 responsibility of a directorship. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.

C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least (3) qualified members of the chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular December Board-Meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only. The President shall mail this ballot to all active members at least 15 days before the regular January Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber within ten days. The Board of Directors shall at its regular January Board meeting declare the () candidates with the greatest number of votes elected.

E. Judges. The President of the Board shall appoint, subject to the approval of the Board of Directors, at least (3), but not more than five (5), judges who are not officers of the Board of Directors or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

Section 3: Seating of new Directors

All newly-elected and appointed Board members shall be seated at the conclusion of the regular February Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the new directors are seated.

Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote on those voting at any meeting thereof.

Section 5: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization.

Section 6: Indemnification

The Chamber may, by resolution of the Board of Directors, 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 proceeding in which they or any of them are made parties or a party, by reason of having been officers, directors or employees of the chamber, except in relation to matters as to which such individuals 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 the existence of such liability for negligence or misconduct.

ARTICLE V

Officers

Section 1: Determination of Officers

Immediately after the installation of new directors, the directors shall meet and elect a President, a First Vice-President, a Second Vice-President and Treasurer. All of said officers must be members of the Board of Directors. The Board of Directors may elect and employ an Executive Secretary, whose Compensation shall be determined by the Board of Directors.

Section 2; Duties of Officers

A. President. The president shall preside at all meetings of the Chamber and Board of Directors, and perform all duties incident to this office. He shall, subject to the approval of the Board of directors, appoint all committees and he shall be ex-officio member of all committees. He shall at the annual meeting of the Chamber, and at such other times as he may deem proper, commend to the membership of the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

B. Vice-Presidents. The First Vice-President shall act in the absence of the president; and in the absence or disability of the President and the First Vice-President, the Second Vice-President shall preside. In the event of absence or disability the above officers, a member of the Board of Directors shall be chosen to act temporarily.

C. Treasurer. The Treasurer will receive and disburse the funds of the Chamber. He shall keep all monies of the Chamber deposited in its name. At regular intervals he shall make reports to the Board of Directors, and he shall make a financial report to the membership at the annual meeting. The Treasurer shall furnish a surety bond in such amount as the Board of Directors shall deem necessary, cost to be paid by the Milan Chamber of Commerce. The Executive Secretary shall have custody of the Treasurer's bond.

D. Executive Secretary. The Executive Secretary shall be the chief administrative officer of this Chamber. It shall be the duty of the Executive Secretary to conduct the official correspondence, and preserve all documents and communications of the Chamber, the Board of Directors and all committees. He shall submit a written report of the year's work at the close of each fiscal year. He shall perform such duties as may be incident to his office, subject to the direction of the Board of Directors. At the expiration of his term of office he shall deliver to the Board of Directors all books, papers, and property of the Chamber.

E. Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. The Executive Committee shall be composed of the President, the Vice Presidents, the Treasurer, the Executive Secretary and two directors. The Executive Committee may refer matters brought forward to a proper standing committee which it may designate or to the Board.

F. Vacancies. Upon the permanent withdrawal of the President for any reason during the first four (4) months of office, the First Vice- President shall assume the position of President for the unexpired term; the Second Vice-President shall assume the position of the First Vice-President; a new Second Vice-President will be appointed by the Board of Directors. The same procedure shall be followed for permanent withdrawal by the First Vice-president.

ARTICLE VI

Committees

Section 1: Appointment and Authority

The President of the Chamber by and with the approval of the Board of Directors shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the President of the Chamber and shall serve concurrent with the term of the appointing president unless a different term is approved by the Board of Directors.

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 and ratified by the Board of Directors.

Committees shall be discharged by the President of the Chamber when their work has been completed and their reports accepted, or when, in the opinion of the Board of directors, it is deemed wise to discontinue the committees.

Section 3: Standing Committees

Standing committees should consist of Legislative, Finance, Membership, Publicity and Banquet. Standing committee chairmen shall be appointed by the president within thirty (30) days of his election, subject to approval of the Board of Directors.

A. Legislative Committee. The Legislative Committee will monitor actions in the village, township, county and state governments which may impinge on the functioning of sphere of interest endemic to the Milan Chamber of Commerce. Items which have a potential impact on the Chamber will be brought to the attention of the Board of Directors with recommendations for action.

B. Finance Committee. The Finance Committee shall cause to be audited annually the books and accounts of the Chamber at the close of the fiscal year and report its findings to the Board of Directors. All recommendations for expenditures outside the budget shall be submitted to the Finance Committee, whose recommendations shall be submitted to the Board.

C. Membership Committee. The Membership Committee shall conduct an annual membership drive and handle solicitation of members whose dues are in arrears. This included the delivery of plaques, issuance of thank you letters and proper disposition of any other matters raised by the membership.

D. Publicity Committee. The Publicity Committee is responsible for the gathering of data on industrial opportunities, schools, churches, historical sites and other items which are required by businesses and individuals interested in locating in the Milan area. Included in this responsibility are the preparation of maps and brochures detailing items of interest. This committee must make the Chamber aware of any new businesses that have established in our area and prepare a proper greeting.

E. Banquet. The Banquet Committee shall conduct the annual banquet and perform all duties related thereto.

ARTICLE VII

Finances

Section 1: Funds

All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements

No disbursements of the funds of the Chamber shall be made unless the same shall have been approved, authorized, and ordered by the Board of Directors. All disbursements shall be made by check. Checks may be co-signed by the president and the Treasurer.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on February 28/29.

Section 4: Budget

As soon as possible after the annual meeting for each year, the Finance Committee shall compile a budget of estimated expenses, including a stated amount for each committee, and submit it to the Board of Directors. As passed

by the Board with or without modification, this budget shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without the consent of the Board of Directors.

Section 6: Bonding

The Treasurer and such 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.

ARTICLE VIII

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber. The President may appoint a parliamentarian to preside for procedure questions at Chamber meetings.

ARTICLE IX

Amendments

Section 1: Revisions

These bylaws may be amended or altered 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 a proposal for amendments. Notice of proposal of amendments or alterations must have been mailed by the Executive Secretary to each member not less than (5) days prior to such meetings.

Bylaws amended: 9/28/60

Bylaws amended: 9/01/71

Bylaws amended: 2/07/73

Bylaws amended: 11/03/93