

**CONSTITUTION AND BYLAWS of the  
LODI AREA CHAMBER OF COMMERCE  
Incorporated: October 25, 1923**

Revision dates available  
9/05/90      1/01/98  
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The Lodi Area Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501(c) 6 of the Internal Revenue Code. This Chamber in its activities shall be non-partisan, non-sectional and non-sectarian.

**1. NAME, MISSION AND OBJECTIVES**

**A. NAME.** The name of the chamber is: **The Lodi Area Chamber of Commerce.**

**B. MISSION.** The mission of The Lodi Area Chamber of Commerce is: ***“To promote the success and growth of the Lodi area business community.”***

**C. OBJECTIVES.** The objectives of the chamber are:

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

**2. MEMBERSHIP**

**A.** Membership in the Chamber shall be granted upon acceptance of application and payment by the applicant of dues as prescribed by the Board of Directors. The Chamber does not discriminate in the approval of its members based on color, religion, sex, national origin, disability, veteran’s status, race, age or any other legally protected groups.

**B.** An active member upon his/her formal retirement from his/her professional or business activities may make an application for senior membership. Senior members shall have all the privileges of members.

**C.** Categories of membership, voting rights and benefit privileges shall be as follows:

**BANKS AND SAVINGS INSTITUTIONS:** One voting representative entitled to one (1) vote. Full benefits of membership.

**PROFESSIONAL, REAL ESTATE, AND INSURANCE:** One voting representative entitled to one (1) vote. Full benefits of membership.

**RETAIL, SERVICES, SOCIAL CLUBS, AND OTHERS:** One voting representative entitled to one (1) vote. Full benefits of membership.

**INDUSTRY:** One voting representative entitled to one (1) vote. Full benefits of membership.

**UTILITIES:** One voting representative entitled to one (1) vote. Full benefits of membership.

**ASSOCIATE MEMBERSHIP:** One voting representative entitled to one (1) vote. Full benefits of membership.

- C. All membership shall be for a period of one year on a calendar year basis.
- D. Termination of membership is effective upon resignation and/or delinquency in the payment of dues for a period of sixty (60) days from the due date. Termination for these reasons does not require action of the Board of Directors. The Board of Directors may also terminate a membership at any time if it judges a member's conduct to be in conflict with the mission of the chamber or determines that a member no longer meets the chamber's membership requirements.

### 3. MEETINGS

- A. **ANNUAL MEETING.** The annual meeting of the Chamber membership shall be held in January of each year, or other date specified by the Officers of the Board. The annual meeting shall be conducted for the purpose of electing Board of Director members and Officers, approving the budget, presenting reports of the Committees, proclaiming accomplishments and/or issues from the previous year, presenting plans and goals for the coming year, and/or any other business as deemed necessary or pertinent by the Officers of the Board and the Executive Secretary. The membership shall be notified by mail of the annual meeting, including the place and time, at least three weeks before the scheduled meeting. Proxy forms will be included with the annual meeting notice for members who wish to vote without attending the meeting. The presence of at least 25% of the general membership, either in person or by proxy, will constitute a quorum for the transaction of any regular or special business of the membership during the annual meeting.
- B. **MONTHLY BOARD OF DIRECTOR MEETINGS.** The Board of Directors shall meet in regular session on the first Wednesday of each month, or other date as specified by the Officers of the Board. The Board of Directors Chair may call a special meeting of the Board of Directors as necessary, with a minimum of twenty-four (24) hours' notice to the Directors. Special Board of Directors meetings

may be called by the Board of Directors Chair upon receipt of the written request of five Board of Directors members. The presence of at least 50% plus one of Board of Directors members will constitute a quorum for the transaction of any regular or special business of the Board of Directors during a monthly meeting. Special guests and speakers shall be permitted to attend and/or make a presentation at the Board of Directors meeting upon approval of the Executive Committee. The Board of Directors shall be notified of the monthly Board of Directors meeting, including place and time, by notification in the minutes mailed from the previous meeting and/or by e-mail at least one week before the scheduled meeting.

- C. **SPECIAL MEMBERSHIP MEETINGS.** Special meetings of the Chamber membership may be called at the discretion of the Board of Directors Chair, or by the Board of Directors Chair upon a majority vote of the Board of Directors and/or at the written request of any twenty members from the general membership. The presence of at least 25% of the general membership will constitute a quorum for the transaction of any regular or special business of the membership during a special meeting. The membership shall be notified of the special meeting, including the place and time, at least forty-eight (48) hours before the scheduled meeting.
4. **DUES**
- Dues shall be prescribed by the Board of Directors and be assessed on a calendar year basis. A Statement of dues shall be sent to each member in December for the following year. Payment shall be due December 31 for the year assessed. If dues payment is not received within 60 days, voting rights and all membership benefits shall be suspended.
5. **OFFICERS**
- A. **OFFICERS.** The Officers of the Chamber shall consist of Board of Directors Chair/, First Vice-Chair/, Second Vice-Chair/, Treasurer, Immediate Past Board of Directors Chair, and such other Officers as may be elected in accordance with the provisions of this article. All Officers, as members of the Board of Directors must during their entire terms serve as business members in good standing of the Chamber. The Officers shall have the authority to perform the duties prescribed and such other duties as the Board of Directors may authorize. The office of Treasurer and Executive Secretary may be combined and be referred to as the Executive Secretary. The office of Chair may be referred as President.
  - B. **ELECTION AND TERM OF OFFICE.** The Board of Directors Chair, the First Vice-Chair, the Second Vice-Chair, and the Treasurer must be elected bi-annually by the Board of Directors no later than the Board of Directors first meeting of each calendar year. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office at the pleasure of the Board of Directors and unless earlier removed by the Board of Directors, shall serve a term of 2 years and until a successor shall have been duly elected and qualified.

- C.           **REMOVAL.** The Board of Directors may remove from office by majority vote any Officer, agent or employee whenever in its judgment the best interests of the Chamber would be served.
- D.           **RESIGNATIONS.** Any Officer may resign at any time by giving written notice to the Board of Directors Chair or the Executive Secretary. Any such resignation will take effect at the date of receipt of such notice or at any later time specified. Unless otherwise specified, the acceptance of any resignation will not be necessary to make it effective.
- E.           **VACANCIES.** Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, will be filled by a member of the Board of Directors for the remainder of the term. The Board of Directors member will be elected by a vote at the next regular or special meeting of the Board of Directors.
- F.           **BOARD OF DIRECTORS CHAIR.** The Board of Directors Chair shall be the chief presiding Officer/President of the Chamber. He or she shall preside over all meetings of the Board of Directors, members, and Executive Committee, and shall be an ex-officio member of all other committees. In addition, the Board of Directors Chair shall perform such other duties as may be prescribed by the Board of Directors. The Board of Directors Chair shall in all respects be subject to the control and authority of the Board of Directors and shall report at each meeting of the Board of Directors on all of his or her activities.
- G.           **FIRST VICE-CHAIR.** The First Vice-Chair may succeed to the presidency at the end of the term for which his or her predecessor was elected. The First Vice-Chair shall perform such duties as delegated to him or her by the Board of Directors or the Board of Directors Chair. The First Vice-Chair performs the duties of the Board of Directors Chair in the Board of Directors Chair's absence or inability to act.
- H.           **SECOND VICE-CHAIR.** The Second Vice-Chair serves as a member of the Executive Committee and oversees committees as assigned by the Board of Directors Chair.
- I.           **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.
- The Treasurer shall have oversight responsibility of the financial actions taken by and approved by the Board Chair of the Chamber. The Treasurer shall render a report of the condition of the Chamber finances at least quarterly to the Board and at such other times as shall be necessary.
- J.           **EXECUTIVE SECRETARY.** The Executive Secretary shall keep and maintain custody of, ensure the accuracy of, and be responsible for all records of the Chamber. The Executive Secretary will be paid at the pleasure of the Board of

Directors. Without limiting the generality of the foregoing, the Executive Secretary shall: verify and maintain the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the Constitution and Bylaws and as required by law; be custodian of the records of the Chamber; attest all documents which have been duly authorized by the Board of Directors and as required by law; and in general perform all duties incident to the office of Executive Secretary and such other duties as may be assigned to him/her by the Board of Directors or the Board of Directors Chair. The Executive Secretary is responsible for day-to-day operations and implementing Board of Directors-approved policies and procedures. The Executive Secretary's responsibilities include, but are not limited to: coordination of Chamber objectives, organizational structure and procedures; motivation of volunteers and staff; income and expenditure control in accordance with the Board of Directors-approved budget; maintenance and growth of membership; employment, hiring, discharging, training and supervision of staff; maintenance of Chamber facilities; and long range planning. The Executive Secretary reports to the Board of Directors in fulfillment of his/her responsibilities. Upon the request of the Executive Secretary the Board of Directors may approve additional employee positions to support the goals and objectives of the Chamber as the Board of Directors deems necessary and appropriate.

K. **IMMEDIATE PAST BOARD OF DIRECTORS CHAIR.** The Immediate Past Board of Directors Chair serves as a member of the Executive Committee and oversees committees as assigned by the Board of Directors Chair.

6. **BOARD OF DIRECTORS**

A. **POWERS.** The powers of The Lodi Area Chamber of Commerce shall be exercised and its business and affairs conducted under the direction of the Board of Directors except as otherwise provided by the laws of the State of Ohio, the Articles of Incorporation or this Constitution and Bylaws.

B. **NUMBER AND COMPOSITION OF THE BOARD OF DIRECTORS.**

The Board of Directors is the governing body of this chamber and shall be composed of 10-15 members (members) consisting of:

- Directors elected at large
- The most recent Past Board of Directors Chair
- The Executive Committee, including the Executive Secretary. The Executive Secretary is an ex-officio position without voting privileges and shall not be counted for purposes of determining a quorum.

All Board of Directors members must be members of the chamber. All Board of Directors members have full voting rights during their terms of office.

C. **QUORUM.** The presence of at least 50% plus one of the Board of Directors members will constitute a quorum for the transaction of any regular or special business of the Board of Directors.

- D. **MEETINGS.** The Board of Directors shall meet in regular session on the first Wednesday of each month, or other date as specified by the Officers. The Board of Directors Chair may call a special meeting of the Board of Directors as necessary, with a minimum of twenty-four (24) hours' notice to the Directors. All Board of Director meetings are open to all of the chamber's members.
- E. **TERMS.** The Directors shall be elected for a two-year term of office. There shall be no limit of terms served.
- F. **RESPONSIBILITIES.** The Board of Directors is responsible for setting organizational policies, approving/denying membership applications, hiring, compensating and discharging employees, and approving and amending the chamber's Constitution and Bylaws. The Board of Directors also fills its own vacancies and may remove Officers of the chamber. Members of the Board of Directors may be removed upon a majority vote of the non-affected members of the Board of Directors.

## 7. SELECTION AND ELECTION OF DIRECTORS

- A. **NOMINATING COMMITTEE.** At the December Executive Committee Meeting the Nominating Committee shall present a slate of candidates to serve two-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 the responsibility of a Director.
- B. **NOTICE TO MEMBERSHIP.** Prior to December 1 The Executive Secretary shall notify the membership of the forthcoming elections of Directors and invite the membership to submit names of interested candidates for consideration by the Nominating Committee.
- C. **ELECTION.** Candidates shall be elected at the Annual Meeting by majority vote.
- D. **JUDGES.** The Executive Committee shall serve as judges for the election. 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.
- E. **VACANCIES.** At the regular meeting of the Board of Directors next following a Board of Directors resignation, retirement, or removal of any Director, the Nominating Committee may present the name(s) of one or more nominees to fill such vacancy. The person so elected shall commence serving the balance of the term for which he/she is elected. An appointed Director continues to be eligible for the standard two (2) two-year terms.

## 8. SEATING OF NEW DIRECTORS

All newly elected Board of Directors members shall be seated at the next regular Board of Directors meeting following the Annual Meeting and shall be participating members thereafter.

## 9. **STANDING COMMITTEES**

Standing Committees are established by the Board of Directors to carry out the goals and objectives of the Chamber. The Board of Directors may, from time to time, establish additional Committees or abolish existing Committees by a majority vote.

The standing Committees of the Chamber are:

- A. **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the Board of Directors Chair, First Vice-Chair, Second Vice-Chair, Executive Secretary, Treasurer, and the Immediate Past Board of Directors Chair. The Board of Directors Chair shall serve as the Chair. The Executive Secretary is responsible for the minutes of each meeting.

The Executive Committee shall meet monthly or at such other intervals as directed by the Board of Directors Chair, to act on matters within their authority. The presence of at least 50% plus one of the Executive Committee members will constitute a quorum for the transaction of any regular or special business of the Executive Committee. The Board of Directors Chair shall report at each regular meeting of the Board of Directors on the activities and actions of the Executive Committee. Each member of the Board of Directors shall receive a copy of the minutes of each meeting of the Executive Committee.

The Executive Committee is empowered by the Board of Directors to advise and assist the Executive Secretary in carrying out the normal day-to-day affairs of the Chamber, consistent with the long-range strategic plan approved by the Board of Directors and such other matters as authorized by the Board of Directors.

The Executive Committee is empowered by the Board of Directors to monitor and approve all routine financial transactions of the Chamber, so long as such transactions are consistent with the annual operating budget approved by the Board of Directors. The Executive Committee is further authorized to act upon any financial transaction which violates the approved operating budget if the Executive Secretary declares the need for such action to be an emergency and advises that delay in acting would be detrimental to the best interests of the Chamber. Any action taken by the Executive Committee on an emergency basis must be presented for ratification at the next regularly scheduled meeting of the Board of Directors.

- B. **NOMINATING AND MEMBERSHIP COMMITTEE.** The Nominating and Membership Committee shall solicit nominations for members to serve as Directors and shall present recommendations to the Board of Directors for the election of Directors at large and to fill vacancies on the Board of Directors. The Nominating and Membership Committee shall recruit new members and visit existing members. The Nominating and Membership Committee shall be chaired by the Immediate Past Board of Directors Chair.

- C. **ECONOMIC DEVELOPMENT COMMITTEE.** The purpose statement of the Economic Development Committee is: *“To identify, prioritize and execute activities that support the economic growth of the Lodi area business community.”*

The Economic Development Committee shall identify ways in which the Chamber can become involved with business retention, growth and development. The Committee shall work in partnership with the Village of Lodi and Cloverleaf School District to expand community economic development efforts. The Committee shall present its recommendations to the Board of Directors for action. The Committee Chair will be assigned by the Board of Directors Chair.

- D. **MEMBER BENEFITS COMMITTEE.** The purpose statement of the Member Benefits Committee is: *“To create and promote value-added member benefits and to brand and market the Lodi Area Chamber of Commerce image.”*

The Member Benefits Committee shall evaluate current member benefits, consider benefits offered by similar Chambers and research and determine any additional benefits to be offered to the membership. The Committee shall present its recommendations to the Board of Directors for action. The Committee Chair will be assigned by the Board of Directors Chair. The Member Benefits Committee is authorized to advertise/market member benefits and the Lodi Chamber image with the approval of the Board of Directors.

- E. **ADVOCACY COMMITTEE.** The purpose statement of the Advocacy Committee is: *“To educate, communicate and advocate issues that promote the greater good of the Lodi area business community.”*

The Advocacy Committee shall act as an advocate for Lodi area businesses at the local, state and federal government levels. The Committee shall seek out opportunities and address issues that directly affect maintaining and strengthening a sound and healthy business climate in the Lodi area. The Committee shall present its recommendations to the Board of Directors for action. The Committee Chair will be assigned by the Board of Directors Chair.

- F. **RESOURCES COMMITTEE.** The purpose statement of the Resource Committee is: *“To develop the financial resources of the Lodi Area Chamber of Commerce.”* The Resources Committee shall oversee all fundraising activities. The Committee shall present its recommendations to the Board of Directors for action. The Committee Chair shall be assigned by the Board of Directors Chair.

#### 10. **AD HOC COMMITTEES**

The Board of Directors Chair, subject to approval of the Board of Directors shall appoint ad hoc committees. Ad hoc committees shall report to the Board of Directors in the fulfillment of their duties. These committees are established for a specific purpose or goal, and shall exist only for the period of time necessary to accomplish their task. Any committee of the Chamber not specifically designated, as a Standing Committee shall be an ad hoc committee.



Ad Hoc Committees will be discharged by the Executive Secretary 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.

**11. COMMITTEE CHAIRS**

Committee Chairs shall be appointed by the Board of Directors Chair, and shall serve a two (2) year term ending at the annual meeting.

**12. VOTING PROCEDURE**

Any action to be taken, initiated or authorized by vote of the members shall, at a meeting in which a quorum is present, be authorized by a majority vote.

Voting by members in elections need not be by ballot unless any member demands election by ballot before voting begins. At the request of any member, the Chair of a meeting shall appoint an inspector of elections. The inspector shall determine the number of votes outstanding; the number of votes represented at the meeting; the existence of a quorum; the authenticity, validity and effect of notices, proxies, ballots, consents, waivers, or releases; hear and determine all challenges in any way arising in connection with the votes; count and tabulate all votes, ballots, consents, waivers, or releases; determine and announce the results; and perform such other acts as may be proper to conduct the election with fairness to all members. The inspector of elections shall perform his duties impartially, in good faith, to the best of his ability, and as expeditiously as is practical. On request of the Chair of the meeting or any member, the inspector shall make a report in writing of any challenge or question or matter determined by him, and execute a certificate of any fact found by him.

Each member entitled to vote or to express consent or dissent without a meeting may do so by proxy. The instrument authorizing a proxy to act shall be exhibited to the Executive Secretary at the meeting and shall be filed with the records of the Corporation.

**13. CONFIDENTIALITY**

Members of the Board of Directors will hold in strict confidence the nature and subject of all meetings held by the Board of Directors.

**14. CONFLICTS OF INTEREST**

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 I. In the event that an actual conflict of interest arises, whether called to the attention of the Board of Directors by the affected Officer 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 of Directors solely as a member. If such affected Officer is the Board of Directors Chair, he/she shall not preside at any meeting where in 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. Any affected Officer or Director shall be entitled to exercise the authority of his/her position on all other matters coming before the Board of Directors.

15. **MAILING OF MINUTES**

The Chamber staff shall forward the minutes of the Board of Directors Meeting to all Board of Directors members no later than seven (7) days before the next regular meeting.

16. **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

A. **LIMITATIONS ON AUTHORITY.** Except as limited by law or this Constitution and Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents of the Chamber, in addition to the Officers so authorized by this Constitution and Bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Chamber. Unless duly approved by the entire Board of Directors, no committee, Director, Officer(s), employee(s) may:

1. Do any act in contravention of the Constitution and Bylaws, any applicable law, or any duly authorized action of the Board of Directors;
2. Take title to or possession of any or all of the Chamber's real or personal property or any interest therein or rights with respect thereto, for other than a corporate purpose;
3. Make, execute or deliver any general assignment for the benefit of creditors;
4. Assign, transfer, pledge, compromise or release any claim of the Chamber except for full payment, or arbitrate or consent to the arbitration of any disputes or controversies;
5. Make, execute or deliver any deed or lease, or enter into any agreement to sell all or any part of any of the Chamber's real or personal property, except in the ordinary course of business, or execute any new note or mortgage to renew and extend, without increasing the principal amount of, any existing note or mortgage of the Chamber;
6. Confess a judgment;
7. Make, execute or deliver any mortgage, deed of trust, or other security interest in any of the Chamber's real or personal property or any interest therein;
8. Enter into any lease, contract, agreement or obligation with an original term longer than six (6) months (an exception may be granted at the discretion of The Executive Secretary to sign agreements to reserve dates and locations of member functions);
9. Enter into any agreement, loan, purchase, sale, encumbrance, or other transaction, involving a debt obligation, liability, expenditure or commitment of or to the Chamber of money or property with a value in excess of \$5,000;
10. Make or do any act that would terminate the status of the Chamber as a non-profit corporation, or as a Section 501(c) 6 organization under the Internal Revenue Code.

- B. **CHECKS, DRAFTS, LOANS, ETC.** All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of, or involving funds of, the Chamber shall be signed by two (2) of the Officers of the Chamber; provided, however, that the Board of Directors may authorize an individual Officer to sign and deliver checks or drafts for ordinary business expenses provided the same do not exceed the sum of \$1,000.00 or such lesser amounts as provided in any budget or directive adopted by the Board of Directors. The Executive Secretary is authorized to approve expenses not exceeding \$100 for Board of Directors-approved member functions and office purchases.
- C. **DEPOSITS.** The Treasurer and/or Executive Secretary as directed by the Treasurer shall cause funds of the Chamber to be deposited to the credit and in the name of the Chamber in such federally insured banks, trust companies or other depositories as the Board of Directors may from time to time select. Additionally, The Treasurer is permitted to secure the best interest rates for Chamber investments with the approval of the Board of Directors.

17. **ADVISORS TO THE CHAMBER**

The Board of Directors may elect, appoint, retain or engage such persons or entities as they deem appropriate, in their discretion, to act in an advisory capacity to the Chamber, including, without limitation, attorneys, accountants and other professional advisors.

18. **BOOKS AND RECORDS**

The Chamber, by and through the Executive Secretary, shall keep detailed, accurate and complete books and records of its business, accounts and activities, and shall keep detailed, accurate and complete minutes of the proceedings of its Directors. The Chamber, by and through its Executive Secretary, shall keep at the registered office of the Chamber a record of the names and addresses of all of the Members and Directors. All books and records of the Chamber may be inspected by any Member, Director or his or her agent or attorney for any purpose at any reasonable time upon reasonable notice.

19. **LIMITATIONS OF METHODS**

The Chamber shall observe all local, state and federal laws that apply to not-for-profit corporations as defined in Chapter 1745 of the Ohio Revised Code, and Section 501(c) 6 of the Internal Revenue Code.

20. **FISCAL YEAR AND ANNUAL REVIEW**

The fiscal year of the Chamber shall begin on the first day of January and end on the last day of December in each calendar year.

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 members of the organization within the offices of the Chamber. Each January a committee of two (2) from the Members, appointed by the Chair, will review the prior years

checks, invoices and bank activity with a report to be submitted at the February Board of Directors meeting. One member of the committee should be an Accountant by trade, if possible.

21. **SEAL**

The Directors may, but shall not be required to, provide a Corporate seal which, if so provided, shall have the name of the Chamber and the words "Corporate Seal, Ohio."

22. **WAIVER OF NOTICE**

Whenever any notice is required to be given by this Constitution and Bylaws or by the Ohio Revised Code, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. Furthermore, the appearance by any Member or Director at any meeting without objecting in writing to the absence or deficiency of notice shall be deemed a waiver by such Member or Director of such absence or deficiency.

23. **INDEMNIFICATION**

A. **PERSONS INDEMNIFIED.** Except as otherwise provided in this Provision or as otherwise prohibited by law, the Chamber shall indemnify each person who by reason of being or at any time having been a Director, Officer or volunteer of the Chamber is named or otherwise becomes or is threatened to be made a party to any action, suit, investigation or proceeding (or claim or other matter therein), and the Chamber by the Board of Directors may indemnify any other person as deemed proper by the Board of Directors, against any and all costs and expenses (including attorneys' fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or claim or other matter therein), whether civil, criminal, administrative, or otherwise with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a Director, Officer, volunteer, employee or other agent of or in a similar capacity with the Chamber, or by reason of being or at any time having been, at the direction or request of the Chamber, a Director, Officer, volunteer, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan and the Chamber.

B. **SCOPE OF INDEMNITY.** Unless the only liability asserted against a Director in an action, suite, or proceeding referred to in Section A is pursuant to Section 1702.55 of the Ohio Revised Code, or unless it is proved, by clear and convincing evidence in a court of competent jurisdiction that the act or omission of the Director, Officer or volunteer for which liability is being asserted in an action, suit or proceeding referred to in Section A was one undertaken with deliberate intent to cause injury to the Chamber or was one undertaken with a reckless disregard for the best interests of the Chamber, any Director, Officer or volunteer who is the

subject of an action, suit or proceeding referred to in Section A shall be entitled to the indemnification mandated by such Section A.

- C.           ADVANCEMENT OF EXPENSES.** Upon the request of a Director, Officer or volunteer who is the subject of an action, suit or proceeding referred to in Section A, the Chamber shall pay the expenses incurred by such Director, Officer or volunteer in defending the action, suit or proceeding, including attorneys' fees, as they are incurred, in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Director, Officer or volunteer to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Chamber.
- D.           OFFICER AND VOLUNTEER DEFINED.** For purposes of this Provision, the term "Officer" shall mean each Officer and any other Officer designated by the Board of Directors. The term "volunteer" shall have the same meaning as provided in Section 1702.01(N) of the Ohio Revised Code, or any successor provision.
- E.           DISCRETIONARY INDEMNIFICATION.** Each request of any person other than a Director, Officer or volunteer, who is or may be entitled to indemnification, shall be reviewed by the Board of Directors, and indemnification of such person shall be authorized by the Board of Directors only if it is determined by the Board of Directors that indemnification is lawful and proper in light of the facts of that particular situation.
- F.           INDEMNIFICATION ONLY IN ACCORDANCE WITH LAW.** Notwithstanding anything to the contrary in this Provision, no person shall be indemnified to the extent, if any, it is ultimately determined by a court of competent jurisdiction that indemnification is contrary to applicable Ohio law.
- G.           INSURANCE.** The Chamber may purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, Officer, volunteer, employee or other agent of or in a similar capacity with the Chamber, or who is or at any time has been, at the direction or request of the Chamber, a Director, Officer, volunteer, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.
- H.           EMPLOYEE DISHONESTY.** The Chamber may purchase and maintain a form of Bond Insurance to protect the Chamber from theft by an employee, Officer or representative acting on behalf of the Chamber. This coverage may be position or blanket bond coverage.

24.   **DISSOLUTION CLAUSE**

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)(3).

**25. 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 Constitution or Bylaws of the Chamber.

**26. AMENDMENTS TO THIS CONSTITUTION AND BYLAWS**

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