

BY-LAWS

Wellston Area Chamber of Commerce

Article 1

The organization is incorporated under the laws of the State of Ohio as a Not-for Profit Corporation and shall be known as the **Wellston Area of Chamber of Commerce, Inc.**

The purpose of the Chamber of Commerce is to achieve these objectives:

- To promote the welfare and general prosperity of businesses in the City of Wellston and the Wellston City School District.
- To increase income opportunities for member businesses
- To advocate in matters related to business, government, schools, improved civic image, and positive community relations.
- To foster business growth, community growth, and community development through economic and education programs.
- To increase the functional and aesthetic value of our community and promote programs of civil and social form that improve the quality of life.

Article 2

Membership

Any person, association, corporation, or partnership having an interest in the objectives of the Wellston Area Chamber of Commerce is eligible for membership.

An application is required to join. A membership fee must accompany the application. The fee is set by the Board of Directors at the beginning of each fiscal year in October.

Members may resign from the Chamber upon written request. Inactive members shall be removed by the Board of Directors by a two-third vote for non-payment of dues after 90 days or any other extended compelling cause.

Any member of the Chamber may be removed by a majority (50.1%) vote from the Board of Directors at any regular meeting for conduct unbecoming of a member, prejudicial aims, or other disreputable actions. The Board retains the right to prohibit anyone removed from a Board seat from running for office in the future.

Classes of Membership

- **ACTIVE MEMBERS** – Any sole proprietorship, association, corporation, or partnership. **The business or the organization is the active member.** Each Active Member business shall designate one (1) owner, manager, or representative that will vote.
- **AUXILIARY MEMBERS** – Any person not eligible for active membership who supports the mission of the Chamber is eligible to join as an Associate Member. This is a non-voting position. Auxiliary Members may assist the Chamber as needed, but they cannot be appointed or elected to the Board of Directors.
- **ADVISORY MEMBERS** – Any person or organization who interacts with the Chamber of Commerce on a professional level and may be called upon for their expertise or assistance. This is a non-voting position and there are no membership fees. Permanent advisory memberships are awarded to the City of Wellston Mayor's Office, the Superintendent of the Wellston City School District, the Jackson County Economic Development Partnership, and the Jackson County Board of Commissioners. Each Advisory Member may designate a representative.

Voting

Active Members in good standing may be asked to vote in proceedings for determination of action by the Board of Directors. The vote shall be based upon a 50.1% majority. Every Active Member (business) shall have one vote.

The Board of Directors may appoint committee members for special projects or actions. These members will report to the Board of Directors their findings and recommendations to them. The Board of Directors will have the final authority to enact, modify, or engage in the activity.

Advisory Members who are also business owners can hold an Active Membership and exercise the right to vote under their business membership.

Article 3

Annual Meeting

The annual meeting shall be held during October. A five-calendar day notice shall be given designating the date, time, and location of the annual meeting.

General Meetings, Board Meetings

Additional meetings will be held by the Chamber and called by the President at any time, or upon petition in writing, or with special notice. These meetings may be in person, or by electronic, or telephonic means.

Quorum

The majority of the Board of Directors (50.1%) shall constitute a Quorum. Notice of all Chamber meetings will be given at least five calendar days in advance unless otherwise stated. The agenda and minutes should be prepared for all meetings. A detailed outline for both shall be archived in the Chamber records.

Article 4

Board of Directors

The Board of Directors shall be composed of nine (9) active members of the Chamber, one-third of whom shall be nominated annually to serve three years or until their successors are elected.

The original five “founding” board members (appointed in 2026) shall serve a five-year term to ensure stability in leadership and allow for staggered terms for the four additional board members.

The three-year terms mentioned in these Bylaws apply to all new board members and anyone elected after the original founding board members has served their five-year terms.

We strongly prefer that prospective Board members own a brick-and-mortar business in the Wellston area to incentivize the responsibility and focus of the Chamber of Commerce.

Any member may be elected or appointed to positions within Chamber committees. A Board member may serve in dual capacity as a committee member and Board member.

Board President

The President is the presiding authority of the Chamber and the Board of Directors. The President shall set the itinerary and be responsible for all Chamber and Board activities.

The President will strive to attend all meetings and ensure that the proceedings are conducted in a timely and professional manner. He or She shall ensure that decorum is maintained and may sanction or expel any member for violations or disruptive behavior.

The President shall prepare reports for consideration of the Chamber and the Board of Directors.

Subject to a majority (50.1%) approval of the Board, the President may appoint new members in the event of a mid-term Board vacancy.

The President shall serve on the Board for a period of three years.

1st Vice President

The 1st Vice-President shall serve as the second line of authority on the Board of Directors.

The 1st Vice President shall have the same authority as the President, and in the absence of the President, is able to conduct business for the Chamber and for the Board.

The 1st Vice President may be assigned to lead special projects and duties as approved by the Board. The 1st Vice President shall serve a three-year term.

2nd Vice President

The 2nd Vice-President shall serve as the third line of authority on the Board of Directors.

The 2nd Vice President shall have the same authority as the President, and in the absence of the President and 1st Vice President, is able to conduct business for the Chamber and for the Board.

The 2nd Vice President may be assigned to lead special projects and duties as approved by the Board. The 2nd Vice President shall serve a three-year term.

Secretary

The Secretary shall ensure that proper record keeping of the meetings and transactions of the Board are documented.

The Secretary may serve as a committee member and have other duties as assigned by the Board. The Secretary shall serve a three-year term.

Fiscal Officer

The Fiscal Officer is responsible for the documentation of all financial transactions of the Chamber and the Board of Directors.

The Fiscal Officer shall conduct periodic audits to verify financial transactions and ensure that responsible business practices are being followed.

The Fiscal Officer shall always strive to manage Chamber finances in compliance with all City, State, and Federal laws and guidelines.

The Fiscal Officer shall be responsible for the safeguarding of Chamber funds and the proper disbursement of checks. All checks shall be counter-signed by two Board members.

The Fiscal Officer shall provide a monthly report to the Chamber and the Board of Directors on financial expenditure, account balances, and income, and assist in making financial projections on future Chamber projects.

The Fiscal Officer will serve a three-year term.

Director of Communications

The Director of Communications is responsible for coordinating event promotions, press releases, media contacts and interviews, maintenance of the Chamber's website and social media pages, external correspondence, and other related duties as necessary.

The Director of Communications is authorized to speak on behalf of the Board and the Wellston Area Chamber of Commerce.

The Director of Communications will serve a three-year term.

Director of Member Services

The Director of Member Services shall be responsible for maintaining contact with Chamber members.

This includes keeping an accurate file on member contact information, dues renewal dates, business profiles, and being a point of contact for the needs and requests that members may have.

The Director of Member Services shall serve a three-year term.

Assistant Director of Member Services

The Assistant Director of Member Services shall be responsible for assisting the Director of Member Services in maintaining contact with Chamber members.

This includes keeping an accurate file on member contact information, dues renewal dates, business profiles, and being a point of contact for the needs and requests that members may have.

The Assistant Director of Member Services shall serve a three-year term.

Director of Recruiting

The Director of Recruiting shall be responsible for contacting potential Chamber members, answering questions, providing information and encouraging them to join. maintaining contact with Chamber members.

This involves follow-up with existing members and contacting non-renewals to promote our benefits and services and encourage continued membership in the Chamber.

The Director of Recruiting shall serve a three-year term.

Governance and Policy Making Responsibilities

Any governance or policymaking is the sole responsibility of the Board of Directors. The Board of Directors are solely responsible for the property, finances, and contractual obligations of the Chamber.

Duties may be assigned by the Board of Directors to ensure that normal business and Chamber functions are uninterrupted.

Absences and Removal from Office

A member of the Board of Directors who is absent from three consecutive regular Board meetings shall be removed from the Board, unless the absence involves a personal illness or injury, or the absence is approved by a (50.1%) majority of the other Board members.

A member of the Board of Directors who is convicted of a felony, a crime of violence, or a crime of moral turpitude shall be removed from the board by a majority (50.1%) vote.

A member of the Board of Directors who, on an ongoing basis, does not fulfill the duties and responsibilities of his/her office, may be removed from office by a majority (50.1%) vote.

The Board should investigate the circumstances and issue a verbal or written warning, if possible, to the errant Board member prior to initiating removal procedures.

The Board has the authority to place a Board member on Administrative Leave for serious charges until an investigation is complete and a determination of guilt or innocence has been made.

General Procedures

The Board of Directors is responsible for establishing all procedures for the Wellston Area Chamber of Commerce. The Board is also responsible for adopting and enforcing all policies of the organization.

All Chamber policies should be reviewed as necessary but shall be reviewed at least once a year prior to the annual business meeting in October.

Policy will be written in accordance with the Ohio Revised Code Section 1725.01 through 1725.06. as well as any other City, State or Federal law that is applicable.

Indemnification and Insurance

The Chamber, by resolution of the Board of Directors, shall provide indemnification of all current or former officers, directors, or employees against any experiences incurred by them in connection with defense, action, or proceedings in which they are a party -- except where individuals are singularly liable for obvious negligence or misconduct.

The Chamber shall maintain a basic insurance package to cover the business actions of the Board as a whole and provide for general liability coverage for the organization.

Article 5

Elections

Elections for any vacant offices shall take place at the October meeting prior to January. This is to allow a transition time between incoming and outgoing officers. The Board of Trustees shall recognize the installation of officers at the January general membership meeting.

Officers may be elected from the Active Membership to fill positions. This meeting will be open to all Chamber membership classes.

Board members serve a term of three years. Terms shall be staggered so that three positions will be up for election every October.

The President, 1st Vice President, and 2nd Vice President will be staggered so that only one of the three offices will be open every year.

The two Directors of Recruitment and Retention and the Director of Member Services will be staggered so that only one of the three offices will be open every year.

If a Board member resigns or otherwise vacates (illness, death, etc.) his or her office mid-term, the President shall request names of active members interested in the vacancy. An election shall occur at the next general membership meeting. The newly elected Board member will finish the remainder of the term of the member who vacated the position.

There are no term limits, but active members should assess their available time and interest in serving before agreeing to be on the ballot.

Article 6

Committee Approval

Board members shall not incur a financial or contractual obligation on behalf of the Chamber until it has been approved and ratified by the Board of Directors.

Certain Chamber actions may also require approval of the voting membership.

Committees shall be terminated by the President when their work is complete, their report accepted, or when the Board chooses to discontinue the committee once action has been approved.

The Board of Directors shall authorize the President and Director of Communications or his/her designee to offer testimony, make official presentations, and issue public statements, media interviews, and press releases. The 1st Vice President and/or 2nd Vice President may assume this authority when acting in place of the President. No one else has the authority to speak on behalf of the Chamber.

The Board of Directors, at its discretion, may create divisions, councils, or work groups to manage ongoing projects that involve the Chamber.

Article 7

Annual Budget, Disbursements

The Annual Budget shall be presented to the membership in an open general Chamber meeting and approved by the Board of Directors.

The President is authorized to make disbursements on accounts and expenses provided in the budget. Additional approval from the Board of Directors is necessary for special projects and for funding amounts not covered in the annual budget.

All disbursements shall be made by check.

The Chamber shall only use its funds to accomplish the objectives and purposes specified in these Bylaws.

Chamber funds shall not be distributed to Chamber members.

Fiscal Year Procedure

The fiscal year of the Chamber shall close on October 31st.

New Board members shall adopt the budget for the coming year. The accounts of the Wellston Area Chamber of Commerce shall be audited annually by a public accountant or another qualified individual assigned for that purpose.

The results of the audit shall be available to all members of the Chamber.

Funds

All funds received by the Chamber shall be placed in a general operating fund. Unused funds from the current year's budget can be placed in a reserve account to be used at a future date.

Article 8

Chamber Dissolution

Should the Chamber dissolve, any funds remaining after bills are paid shall be distributed to one or more qualified charitable education, scientific, or philanthropic organizations. These organizations shall be selected by the Board of Directors as identified by IRS Section 501(c).

The original cash investment made by the Chamber's founding members shall be returned; the amount not to exceed \$500 individually for reimbursement of start-up expenses.

Article 9

Parliamentary Procedure

The current edition of Robert's Rules of Order shall be the authority on all questions of parliamentary procedure.

APPROVED BY THE BOARD OF DIRECTORS

Date_____