MORROW COUNTY CHAMBER OF COMMERCE AND VISTOR'S BUREAU BYLAWS

ARTICLE I NAME

Section 1. The name of this organization shall be the Morrow County Chamber of Commerce and Visitor's Bureau, hereinafter called the Chamber.

ARTICLE II OBJECT

Section 1. The Chamber is organized for the purpose of advancing the commercial, industrial, agricultural, professional, financial, civic and general interests of Morrow County and the several municipalities therein, and to promote trade, industry, tourism, public welfare in this community, and to comply with the provisions and authorizations contained in Ohio Statutes. Mission Statement: To provide a leadership and advocacy role for the advancement of economic vitality, tourism, and quality of life for Morrow County.

Section 2. This Chamber in its activities shall be non-partisan, non-sectional, nonsectarian, and shall take no part in, or lend its support to, the. election or appointment of any candidate for public office.

ARTICLE III MEMBERSHIP

Section 1. Any person, association, partnership, firm or corporation shall be eligible for membership in the Chamber.

Section 2. The annual membership investment schedule shall be adopted by the Board of Directors (Board) in November of each year after the Budget Meeting.

Section 3. Classifications of memberships are Friend of the Chamber, Business and Associate (Which includes but is not limited to Industry, Education, Financial Institutions). A business membership involves the operation of, or involvement with, an ongoing business. An associate membership will be available to non-profit organizations (non-business), government officials and retirees. These classifications may be subdivided into various categories at the discretion of the Board. The final decision of eligibility for these categories' rests with the Board.

Section 4. To become a member, application shall be made in writing via an official membership application form, and the application shall be regarded as a guarantee on the part of the applicant of their interest in, and in sympathy with, the purposes of the Chamber, and their adherence if accepted, to its Constitution, By-laws, Rules and Regulations. Applications will be available at the Chamber Office.

Section 5. Removed on 1/3/23 - Regarding vote in of new members.

Section 6. Any person, association, partnership, firm or corporation subscribing to the Chamber, the basic annual membership investment ("dues"), or any amount in excess thereof, shall be paid to the Chamber office by said member.

Section 7. Any person, association, partnership, firm or corporation holding membership shall have the right to change its designated (voting) representation upon written notice to the Chamber.

Section 8. Membership in the Chamber is continuous upon receipt of dues. Members may be removed from the membership roll for nonpayment of dues after 90 days from the membership renewal invoice date. A member will not be considered in good standing if current membership dues are owed the Chamber. A member not considered in good standing shall not have any voting privileges.

Section 9. Members may resign upon written notice.

Section 10. Members may be expelled by the Board for conduct unbecoming a member. No member may be expelled without the opportunity of a hearing before the Board at a stipulated time and place and after a reasonable notice. A two-thirds vote of the entire Board shall be necessary to expel a member. Failure to appear at said hearing without prior notification shall result in expulsion.

Section 11. The resignation or expulsion of a member terminates their membership and forfeits all their interests and fees in the Chamber.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The government of the Chamber shall be vested in a Board of Directors (“Board") each of whom shall be a member (or an employee of a member) of the Chamber.

Section 2. The Board shall be composed of (9-13~~5~~) elected Directors (and may be comprised of a) balanced representation from industry, professional, commercial agriculture, public service and financial institutions.

Section 3. The term of office of elected Board Directors ("Directors") elected in their own right, shall be for a period of three (3) years. No Director may serve more than two (2) three (3) year terms until after a lapse of one (1) year from the time of his/her expired term. If serving on the Board of Directors by appointment, the director shall serve through the appointed term, and then can serve again elected in their own right, two (2) three (3) year terms in addition to the appointed term.

Section 4. The Executive Director of the Chamber shall serve as an ex-officio Director of the Board with no voting power.

Section 5. If the second three (3) year term of office as Director of the Immediate Past President has expired, that person shall serve for one year as an ex-officio Director of the Board with voting power.

Section 6. An annual election is to be held during the Annual Meeting of the Chamber or at a meeting of members with two-thirds votes of the members present. The Directors (term shall coincide with the chambers fiscal year.)

Section 7. The Secretary shall mail to all members of the Chamber, at least ten (10) days prior to the annual election, a list of the Board Candidates and any Board Candidate nominated or filed with the Secretary.

Section 8. Nominations as write-in candidates may be made from the floor at the annual election by any Chamber member.

Section 9. Before placing any person in nomination, the person nominated must consent to serve if elected and take an active interest in the affairs of the Chamber and for the public welfare.

Section 10. All voting shall be (conducted to Roberts Rules of Order). The required number of candidates receiving the largest number of votes shall be declared elected.

Section 11. The Board may prescribe such additional laws for the conduct of the annual election as may be deemed advisable and which are not in conflict with these provisions.

Section 12. After three (3) consecutive (unexcused) absences or five (5) (unexcused) absences in a year from the regularly scheduled Board meeting, a Director will be automatically suspended from the Board. The Director may be reinstated by submitting a written request to the Secretary who shall present the request to the Board. The written request shall be made within twenty (20) days after the third or the fifth (unexcused) absence. The Board will act upon their request at the next Board Meeting. The Board may reinstate the Director by an affirmative vote by the Board members present. If three (3) consecutive (unexcused) absences or five (5) unexcused absences in a year occur a second time within the Director's three-year term, the Director will be removed, and a replacement named by the Board.

Section 13. Vacancies by resignation or otherwise from the Board shall be filled by a majority vote of the Board until the next annual election only, at which time a replacement shall be elected for the remainder of any unexpired term or terms.

Section 14. The Board shall meet at least ten (10) times each calendar year, the time to be fixed by the Board.

Section 15. A special meeting of the Board may be called at any time by the President. A special voting electronically may be called at any time by the President.

Section 16. Simple majority shall constitute a quorum at any meeting of the Board.

Section 17. The Board shall authorize and define the powers and duties of all committees. No finding of any committee shall be considered final until passed upon by the Board unless plenary powers shall have been conferred upon such committee.

Section 18. The Board shall approve or modify the recommendation of the Budget Committee prior to the January meeting of the Board. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber. All financial receipts shall constitute the General Fund of the Chamber, unless otherwise provided by the Board. The expense for the maintenance and conduct of the organization and for the completion of the program of work projects shall be paid from the General Fund.

Section 19. The Board may obtain legal counsel to represent the Chamber.

Section 20. Distinction in public affairs and community service shall confer eligibility to honorary membership. Honorary membership shall include all the privileges of active membership, except that of voting and holding office, with exemption from the payment of annual dues. Election to honorary membership shall require the affirmative vote of the Board (two-thirds votes of the members present).

ARTICLE V – OFFICERS

Section 1. The officers of the Chamber shall consist of a President, Vice President. Secretary and Treasurer shall be elected from the Board. A person shall be allowed to serve both as Secretary and Treasurer.

Section 2. At the first meeting of the fiscal year, the Board shall elect officers for the ensuing year. The President shall call for nomination of officers.

Section 3. The term of office of all elected officers shall be for one year. However, all officers shall hold office until their respective successors have been duly elected and installed.

Section 4. The Board shall employ an Executive Director whose compensation shall be determined by the Executive Committee.

Section 5. The duties of each officer shall be those which are generally prescribed and indicated for such officers, and they shall have such authority required to carry out their respective duties, unless such authority is limited by action of the Board.

Section 6. The President shall be the principal elected officer of the Chamber. The President shall preside at meetings of the Chamber and of the Board and of the executive Committee and shall be a member ex officio, with right to vote on all committees. The President, in cooperation with the Executive Director, shall, subject to the approval of the Board, appoint all committee chairpersons. The President shall, at the annual meeting of the Chamber and at such other times as he/she shall deem proper, communicate suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Chamber and shall perform other duties as are necessarily incident to the Office of President or as may be prescribed by the Board. The President shall have custody of the Treasurer and Executive Director's bonds.

Section 7. The Vice-President shall act in the absence of the president, chair the Membership Committee and shall have such other duties as the president, or the Board may assign.

Section 8. The Secretary shall keep books of account and maintain an accurate record of the Chamber and of the Board meetings. The Secretary shall act in the absence of both the President and Vice-President.

Section 9. The Treasurer shall be custodian of all the funds of the Chamber, and under the direction of the Board, shall deposit, invest, and disperse these funds. The Treasurer shall be bonded such amount as the Board shall deem necessary, the cost to be paid by the Chamber. The Treasurer shall, with the aid of the Budget Committee, present a fiscal budget prior to the January meeting of the Board. The Treasurer shall present a Chamber financial report at the monthly Board meetings. All disbursements shall be made by duly signed checks or preapproved electronic bill pays. Checks shall be signed by any two members of the Executive Committee. If at any time during the year, it becomes apparent that expenses will exceed income, the Executive Director and the Treasurer shall obtain approval of the Board for future disbursements. The Treasurer shall act in the absence of the President, Vice-President and Secretary. In the absence of the president, Vice President, Secretary and Treasurer, a member of the Board shall be chosen to act temporarily.

Section 10. The Chamber's immediate Past President is an appointed officer of the Board serving as advisor to the Board and placed on committees at the discretion of the President.

ARTICLE VI - EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be the chief administrative officer of the Chamber. He/she shall have charge of the management of the property, business and affairs of the Chamber and shall perform all functions and duties as may be delegated to him/her by the Board or President or both The Executive Director shall be bonded

such amount as the Board shall deem necessary, the cost to be paid by the Chamber.

Section 2. The Executive Director shall be an ex-officio member of all committees of the Chamber.

Section 3. The Executive Director shall, with the President, sign all contracts and obligations of the Chamber.

Section 4. The Executive Director shall conduct official correspondence on behalf of the Board as may be necessary, and in conjunction with the Board Secretary shall preserve all books, documents, communications and archives and shall maintain a complete and accurate record of all proceedings of the Chamber, its Board, and all committees and perform such other duties as are usual for such office.

Section 5. The Executive Director may assist the Treasurer in the latter's duties. The Executive Director and the Treasurer shall be authorized to accept and disburse funds of the Chamber. Upon the approval of the budget, the Executive Director may be authorized to make disbursements on account expenses provided for in budget without an additional approval by the Board.

Section 6. The Board President, in conjunction with the Executive Committee, shall annually conduct a performance evaluation of the Executive Director, including consideration of increase of monetary compensation, by October 1 of each year.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee composed of the President, Vice-President, Secretary, Treasurer, Immediate Past President and Executive Director. If any of these positions are vacant, a board member at large will be appointed to fill the vacancy.

Section 2. The Executive Committee will act on behalf of the Board when timely decisions are required between regular meetings of the Board and shall be empowered to act on behalf of the Chamber with its actions ratified by the Board at its next regular meeting. All policy matters shall be referred to the Executive Committee for recommendation to the Board.

Section 3. To increase the effectiveness of the Chamber, the Executive Committee or the Board shall, within thirty (30) days, take definite action, favorable or unfavorable, upon such matters as have been given consideration by appropriate committees, approve by such committees and submitted to the Board or Executive Committee for action.

Section 4. The Executive Committee shall also act as the Budget Committee. The Executive Committee, acting as the Budget Committee shall prepare a budget of estimated income and expenses including a stated amount for each committee, and submit it to the Board for approval.

Section 5. The Executive Committee shall set the salary of the Executive Director.

Section 6. A meeting of the Executive Committee may be called at any time by the President. A majority of committee members shall constitute a quorum.

ARTICLE VIII – COMMITTEES

Section 1. The Board of Directors shall authorize and define the powers of all committees. It shall be the function of committees to investigate and make recommendations and report the same to the Board. The Committee Chair, or their delegate, shall present a report of the committee's activities at each meeting of the Board of Directors.

Section 2. The President shall appoint all committees, subject to confirmation by the Board. Committee appointments shall serve concurrent with the term of the appointing President, unless a different term Is approved by the Board of Directors.

Section 3. No committee shall take any action or make public any resolution, or in any way commit the Chamber on a question of policy or on matters of-general public interest without having first received the approval of the Board of the membership. No committee, or any officer or member thereof shall contract any debt in its behalf which shall in any manner render the organization liable for the payment of same, unless approved by the Executive Committee and ratified or approved by the Board.

Section 4. ~~All committee recommendations for expenditures outside the budget shall be submitted to the Executive Committee, whose recommendations shall be submitted to the Board.~~ The budget committee will take into consideration the budget for each committee. Once approved by the Board, no committee may exceed its appropriation without the approval of the Board.

Section 5. At committee meetings, a majority of committee members shall constitute a quorum.

ARTICLE IX – VISITOR'S BUREAU COMMITTEE

Section 1. The purpose of the Visitor's Bureau Committee (Committee) is to establish a leadership role to advocate, guide, and advance the tourism program for Morrow County. The composition shall be composed of up to five (5) voting members consisting of one (1) member appointed by the Morrow County Chamber of Commerce, one (1) member appointed by the Morrow County Commissioners

Office. All remaining members are to be composed of ~~elected~~ members from the community.

Section 2. This ~~Visitor's Bureau~~ Committee shall meet quarterly in the Chamber of Commerce Conference Room, or any other designated time and place deemed necessary.

Section 3. The ~~Visitor's Bureau~~ Committee chairperson shall prepare, or designate another to prepare, and provide an agenda to all members of the ~~Visitor's Bureau~~ Committee at least one (1) week prior to the meeting. The ~~Visitor's Bureau~~ Committee may consider and act upon any non-agenda item other than one requiring approval for disbursement of funds by the Board Chair.

Section4. Special meetings may be called at any time by the Chairperson, Vice-Chairperson, or Secretary. Special meetings will require a majority of the membership of the ~~Visitor's Bureau~~ Committee in attendance.

Section 5. The term of office for committee members shall be for a period of three (3) years. No committee member may serve more than two (2) three (3) year terms until after a lapse of one (1) year from the time of his/her expired term. If serving on the Visitor's Bureau Committee by appointment, the committee member shall serve through the appointed term, and then can serve again elected in their own right, two (2) three (3) year terms in addition to the appointed term. The committee shall elect from its members a Chairperson, Vice-Chairperson, and Secretary. The Chairperson shall call for nominations of officers. The officers shall be elected at the first meeting of the fiscal year for the ensuing year to serve for one (1) year terms or until their respective successors have been duly elected and installed. Officers may be elected to succeed themselves.

Section 6. All officers have voting privileges.

Section 7. The Chairperson shall preside over the meetings and have such other authority as is set out in other Sections herein.

Section 8. The Vice-Chairperson shall preside at meetings in the absence of the Chairperson and shall have such other authority as is set out in other Sections herein.

Section 9. The Secretary shall make, and provide, a regular report to the ~~Visitor's Bureau~~ Committee and Board of the financial status of the ~~Visitor's Bureau~~ Committee and have such other authority as is set out in other Sections herein.

Section 10. The Secretary shall record, and provide to the Board ~~of Directors~~, a copy of all meeting minutes of the Visitor's Bureau Committee.

Section 11. The ~~Visitor's Bureau~~ Committee shall have the authority and power to recommend to the Board ~~of Directors~~ for approval the purchase of equipment and supplies

necessary to carry out the projects and activities that are valued at more than $1,000 of the ~~Visitor's Bureau~~ Committee. The Committee must act according to code and in accordance with the procurement policy of Morrow County, to assist its work in promotion of tourism, activities related to the promotion of tourism, and to oversee, administer, and make expenditures of any monies or property appropriated to it ~~by the Chamber, or from any other source~~ from the Morrow County bed tax funds.

Section 12. The expenditures of any monies or property appropriated to the ~~Visitor's Bureau~~ Committee by the Chamber is not limited or restricted to members of the Chamber but is available to any entity that will carry out the projects and activities of the Visitor's Bureau Committee to promote tourism in Morrow County.

Section 13. All monies acquired by the ~~Visitor's Bureau~~ Committee will be tracked in a separate account, maintained and disbursed in accordance with the state statutes and shall be used only for the purpose of promoting tourism in Morrow County.

ARTICLE X MEMBERSHIP MEETINGS

Section 1. The Board may provide for holding membership meetings whenever it may be considered necessary or desirable.

Section 2. The Board shall call a meeting upon a petition signed by not less than ten (10) percent of the members.

Section 3. The Annual Meeting of the Chamber shall be held at a time and place to be determined by the Board.

Section 4. Notice of such regular, special and annual meetings shall be given to each member appearing as such on the books of the Chamber by duly mailing the same to their last recorded address not less than ten (10) days prior to such meeting.

Section 5. At all membership meetings, five (5) percent of the members in good standing shall constitute a quorum.

ARTICLE XI FISCAL YEAR

Section 1. The fiscal year of the Chamber shall be from January 1 through December 31.

ARTICLE XII – AUDIT

Section 1. An internal audit, and/or review, shall be performed annually of the books and accounts of the Chamber by the Budget Committee. The report, with its findings, are to be presented to the Board and made available to the membership.

ARTICLE XIII SEAL

Section 1. The Board may adopt and cause to be used a Chamber Seal of such design as may be prescribed.

ARTICLE XIV-PARLIAMENTARY PROCEDURE

Section 1. All questions of parliamentary procedure shall be determined according to the latest edition of Robert's "Rules of Order."

ARTICLE XV AMENDMENTS

Section 1. These by-laws may be amended by a two-thirds vote of members in good standing in attendance at any regular or annual membership meeting or at any special meeting called for that purpose, provided that such amendment shall be plainly stated in the call for the meeting at which they are to be considered.

Section 2. Notice by mail of meetings at which such amendments are to be considered must be given to all members in good standing not less than ten (10) days prior to such meeting.

ARTICLE XVI DISSOLUTION

Section 1. The same procedure outlined under Article XIII. Amendments shall be followed in the dissolution of the Chamber.

Section 2. The Chamber shall use its funds only to accomplish the objects and purposes specified in these by-laws, and no part of the 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 organization which has established its tax-exempt status under section 501 (c) (3) of the Internal Revenue Code of 1954. The selection of the organization(s) to receive these funds shall be made by the Board.

Adopted -1987

Revised October 1987

Revised January 1994

Revised October 1995

Revised January 1997

Revised October 2000

Revised November 2003

Revised June 2018

Revised February 2019

Revised January 2023

Revised June 2024

Revised May 2025

These Bylaws are true, complete, and currently govern the Morrow County Chamber of Commerce.

President's Signature: _____ Date: ____/____/_____

Vice President's Signature: _____ Date: ____/____/_____