

CODE OF REGULATIONS OF
THE O'SHAUGHNESSY DAM AREA MERCHANTS BUSINESS ASSOCIATION INC.
DBA SHAWNEE HILLS AREA CHAMBER OF COMMERCE

(Reviewed/revised and adopted on the **15** day of **November 2024** by action of the Board to supersede all prior corporate resolutions inconsistent herewith and all previous constitutions, by-laws and/or code of regulations.)

ARTICLE I
PURPOSE

Section 1. Purpose

The purpose of the Shawnee Hills Area Chamber of Commerce (herein after referred to as the Corporation) shall be to enhance the business climate in Shawnee Hills Ohio conducive to stability and growth in an effort to serve, support and promote the Corporation and its Members.

Section 2. Limitation of Methods

The Corporation shall be nonpartisan in so far as political parties and candidates are concerned, but it shall advocate policies, principals and programs in local, state and national government and shall encourage good citizenship and participation in public affairs by Members.

ARTICLE II
MEMBERS

Section 1. Qualifications

Any individual, business, or organization which has been approved for membership in the Corporation by the President and Vice President and which makes payment of the dues recommended by the Board shall be a Member of the Corporation. If the President or Vice President disapproves of an application for membership, the application shall be submitted to the Board for approval or rejection.

Section 2. Membership Dues

Dues shall be determined by the Board and shall be payable at such times and in such manner as the Board may from time to time determine. Members in arrears on their dues for more than 60 days shall be notified of such arrearage, and, at the option of the Board, may be suspended from all privileges of the Corporation from the date of notification. Notwithstanding the provisions contained in Article II, Section 3, if said indebtedness is not paid within 90 days the Board may declare such membership forfeited.

Section 3 Membership Emeritus

The Corporation offers membership at no annual fee to retired individuals over the age of 65 who no longer own or are receiving income from a business. Emeritus members must actively volunteer for the Corporation to have voting privileges and may be elected to Board positions. The Board will have the final approval for all Emeritus Membership requests.

Section 4. Suspension or Expulsion

Upon the affirmative vote of two-thirds of the Board acting at a meeting called for such purpose, may suspend the privileges of any member or expel any member for any improper conduct of such member that may be at variance with the Articles of Incorporation, the Amended Code of Regulations or rules and regulations adopted by the Board. Notice of the meeting and the purpose for which it is called shall be given to any such member not less than three nor more than 30 days before the date fixed for such meeting and such member shall be given the opportunity to appear and defend against any allegation of improper conduct.

ARTICLE III
MEETING OF MEMBERS

Section 1. Special Meetings

Special meetings of the members shall be held at such times and places as may be specified in the notice thereof whenever called by any of the following: the President; the board member of the organization; a majority of the members of the Board acting with or without a meeting; or upon petition of no less than twenty-five Members of the Corporation. Upon request in writing delivered to the board member of the Chamber, or by any persons entitled to call such meeting of members, stating the purposes for which such meeting is called, it shall be the duty of the President to give notice thereof to the members in the manner set forth in Section 4 of this Article III.

Section 2. Quorum

The members present in person at any meeting of voting members shall constitute a quorum for each meeting, unless otherwise provided by law. The affirmative vote of a majority of the voting members present at any meeting at which a quorum is present shall be necessary for the authorization or the taking of any action by the members.

Section 3. Voting

Each member present at the meeting shall be entitled to one vote on each matter properly submitted to the members for their vote, consent, waiver, release or other action.

Section 4. Notice of Meetings

Written notice of the meetings of members shall state the time, place and purposes thereof and shall be given to each member entitled to notice of such meeting by personal delivery or by mailing (including email) such notice at least 15 days but no more than 60 days before the date fixed for such meeting. If the notice is mailed, such notice shall be addressed to the member at such address as appears upon the records of the Corporation. The written notice of the annual meeting or any special meeting of members may, but shall not be required to be, contained in such periodic newsletters as are prepared and delivered by the Corporation to its members.

ARTICLE IV
BOARD MEMBERS

Section 1. General Powers

All of the authority of this Corporation shall be exercised by the Board Members, except as otherwise provided in the Articles of Incorporation or by Chapter 1702, Ohio Revised Code. A Board Member shall perform the duties of a Board Member in good faith, in a manner the Member reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing such duties, a board member, when acting in good faith, is entitled to rely on information, opinions, reports, or statements, including financial statements or other financial data that are prepared or presented by: (a) one or more Directors, Officers, or employees of the Corporation whom the board member reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Director reasonably believes are within the persons' professional or expert competency; or (c) a committee of the board members upon which the board member does not serve.

A board member shall not be found to have failed to perform such duties, unless it is provided, by clear and convincing evidence, in an action brought against the board member that the board member has not acted in good faith, in a manner the board member reasonably believes to be in or not opposed to the best interests of the Corporation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances. Subject to Sections 1702.30(D)(2) and 1702.30(D)(3) Ohio Revised Code, as the same shall be amended from time to time, a Director is liable in damages for any act that the Board Member takes or fails to take as Board Member only if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of the board member was one undertaken with a deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interests of the Corporation. In determining what a board member reasonably believes to be in or not opposed to the best interests of the Corporation, a Director shall consider the purpose of the Corporation and may consider any of the following:

- 1) The interests of the employees, suppliers, creditors, and Members of the Corporation;
- 2) The economy of this state and of the nation; and
- 3) Community and societal considerations.

The Board shall employ a Director and shall fix the salary and other considerations of employment. The Director of the Corporation shall not be a member of the Board, but serve as an advisor to same.

Section 2. Compensation

No Board Member shall receive any salary or compensation for services as a Board Member.

Section 3. Qualifications and Number

To qualify as a board member of this corporation, individuals shall have a membership affiliation with the Shawnee Hills Area Chamber of Commerce as an individual or employee of a member organization.

The Board of this Corporation shall consist of no less than 8 and no more than 12 Members, including the Immediate Past President who may remain a member of the Board for one (1) year or until the expiration of his or her term, whichever is later.

Section 4. Election

The election of board members shall be conducted by the Board at a regular meeting or at a special meeting called for that purpose.

Section 5. Eligibility and Term of Board Member

A duly elected board member may be eligible for election to two full consecutive three-year terms commencing on the January 1 following such election, except that if a Board Member has been elected pursuant to Section 6 of this Article III to fulfill an unexpired term due to a vacancy, such Board Member shall only be eligible for election to one additional three-year term if the unexpired term fulfilled by the Board Member is for a period in excess of one year.

Section 6. Vacancies

In the event a vacancy on the Board should occur because of the resignation, removal from office, or death of a Board Member, the remaining Board Members, though less than a majority of the whole authorized number of Board Members, may, by a vote of the majority of their number, fill any vacancy in the Board for the unexpired term and the Board Member so elected shall hold office for the remainder of the unexpired term.

Section 7. Removal

Any Board Member may be removed from office by the vote of a majority of the Board at a meeting called for that purpose, for any improper conduct that may be at variance with the Articles of Incorporation, Amended Code of Regulations, or rules and regulations adopted by the Board. A Member of the Board with three (3) consecutive unexcused absences from regular Board meetings shall automatically be removed from the Board.

Section 8. Meetings

There shall be regular meetings of the Board held not less than quarterly at such time and place as shall be designated by the Director. The annual organizational meeting of the Board shall be held in the fourth quarter of each year.

Special meetings of the Board may be called by the Director; the President; or, in the absence of the President, the Vice President of the Board; or upon written request of any three Board Members. Notice of special meetings of the Board shall be delivered to each Board Members at least two days prior to the holding of such meeting. Every such notice shall state the time and place of the meeting, but shall not be required to state the purpose thereof. Notice of any meeting of the Board need not be given to any Board Members if waived by the Board Member in writing or if the Board Members is present at the meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice.

All meetings of the Board shall be held at such time and place in Delaware County, Ohio, as the Board shall designate.

Section 9. Electronic Mail Meetings

The Board may participate in special meetings through the use of electronic mail communication.

Either the President or Director may call a meeting to order by e-mail to the Board. That e-mail shall state: (a) the specific issue or issues to be voted upon, in a form by which the issue can be voted upon by a yes or no vote; and (b) the specific time at which the meeting will conclude, which shall be no less than three (3) hours after the meeting is called to order, unless the person calling the meeting determines, in his or her discretion, that the issue requires more urgent consideration, in which case the e-mail shall set forth such earlier time for the meeting to conclude. The Board be given a 24 hour advanced notice of a meeting to take place via e-mail. The initial e-mail calling the meeting to order shall be sent using a read receipt or similar feature that returns to the sender confirmation of all persons receiving the e-mail. Any Board Member returning a read receipt to the sender shall be deemed as participating in the meeting, and shall count toward the existence of a quorum.

Upon calling of the meeting, the Board may discuss the issue or issues to be addressed. Any board member, or the President, may pose an alternative to the issue proposed, in a form allowing for a yes or no vote. There shall be no requirement that a motion be made, seconded, or voted upon.

With the exception of issues requiring a different vote pursuant to this Amended Code of Regulations, any issue shall be deemed approved by the Board upon the existence of a quorum and a majority vote in favor of the issue by those and no notice of the regular meetings shall be required to be given.

All issues brought before the Board at a special meeting via e-mail shall be brought before the Board for ratification at the next regular meeting of the Board and so recorded in the minutes of that meeting. The absence of ratification at the next regular meeting of the Board shall not affect the validity of the action taken at the special meeting via e-mail.

Section 10. Conflict of Interest

During his or her term, a Board Member may be placed in a conflict of interest by virtue of his or her interest in a contract or business relationship with the Corporation or by being employed by an organization having an interest in a contract or business relationship with the Corporation. Any Board Member who becomes aware of such an interest shall disclose the conflict of interest to the Board prior to formal discussion of the contract or business relationship by the Board. Any interested Board Member shall not remain present during discussion held by the Board in connection with the contract or business relationship unless, and to the extent, the Board specifically requests the interested board member's presence and/or participation. An interested Board Member shall not be permitted to vote on any matter in connection with the contract or business relationship and shall not remain present during such voting. This provision is intended to protect the Corporation and the Board of Directors from any conflict of interest but does not disallow a legitimate business relationship between the Corporation and an interested Director.

ARTICLE V OFFICERS

Section 1. General Provisions

The officers of this Corporation shall consist of a President, Vice-President, and a Treasurer. The Director shall serve as Secretary. Each of the above shall be members of the Board and elected at a regular monthly meeting or at a special meeting called for that purpose. The Board Members shall be employees of a Shawnee Hills Area Chamber of Commerce member organization.

Section 2. Term of Office

The officers of the Corporation shall hold office for two full calendar years following the date of their election and until their successors are chosen and qualified unless sooner removed by the Board. The Board may remove any officer at any time, with or without cause, by a two-thirds vote. A vacancy in any office, however created, may be filled by the Board.

ARTICLE VI DUTIES OF OFFICERS

Section 1. President

The President or Director shall preside at all meetings of the members and Board and shall perform all the duties imposed or required by the members or Board. The President shall perform such other duties as are incident to the office and shall advise the Board of such action for the approval or disapproval of the Board.

The President shall have the right to attend any committee or council meeting as such President deems to be appropriate.

Section 2. Vice-President

The Vice-President shall perform all duties of the President in the event of the absence of the President and shall perform such other duties as shall be determined by the Board.

Section 3. Secretary /Treasurer

The Director, acting as Secretary, shall send out notices of all meetings of the organization and of the Board, and shall keep a record of the proceedings of all such meetings, and of all other meetings of which records shall be ordered by the Corporation.

The Secretary shall keep a register of the members of the Corporation and shall perform all other duties usually pertaining to the office of the Secretary or as may be required by the Board.

Corporation at the annual organizational meeting of the Board and at such other time as the Board may require.

Ministerial duties of the Secretary/Treasurer may be delegated to the Director.

All books and papers pertaining to the office of the Treasurer shall be subject at any time to the inspection of any member of the Board.

Section 5. Director

The Director shall be the Chief Executive Officer of the Corporation. It shall be the duty of the Director to carry out the day-to-day operations of the Corporation. The Director shall conduct the official correspondence, preserve all books of the Corporation, maintain all accounts, and maintain an accurate record of the proceedings of all committees. The Director shall serve at the discretion of the Board and shall have such additional duties as may be incident to the office of Director, including the supervision of all employees of the Corporation, subject to the review, approval and direction from the Board. Upon termination of employment, the Director shall deliver to the Board all books, papers and property of the Corporation.

ARTICLE VII
COMMITTEES

Section 1. Appointment and Authority

The President of the Board, with the consent and approval of the Board, shall appoint all members of the committees and committee chairpersons. Members of the committees shall serve at the discretion of the Board. At least one member of the Board shall serve on all committees. Any member of the Board may attend any meeting of any committee.

Section 2. Executive Committee

The Director shall create an Executive Committee which shall consist of all elected officers of the Corporation and the Immediate Past President of the Corporation.

The Executive Committee shall have charge of the conduct of the affairs of the organization between meetings of the Board, shall review and propose personnel policies and practices and shall arrange for an annual review of the President's performance to be conducted by one or more members of the Board as the Executive Committee deems appropriate. The Executive Committee shall meet upon the call of the Director or Secretary/Treasurer of the Board or upon the call of the President, and shall report fully to the Board at each of the Board's meetings as to all action taken by such committee and shall have the power, authority and responsibility as may be duly designated to it by the Board.

Section 3. Nominating Committee

The Board shall create a Nominating Committee which shall consist of no less than three members of the Board.

The Nominating Committee shall nominate candidates to be considered for election as members of the Board. The Nominating Committee shall also present the nominees for officers for election by the Board.

Section 4. Additional Committees

The Board may create such additional standing committees or *ad hoc* committees as the Board shall deem appropriate, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Corporation.

ARTICLE VIII COUNCILS

Section 1. Formation and Authority

Any five or more Members of the Corporation who may desire to be associated as a special group for the purpose of promoting more effectively the trade, industry, business, profession, or activity in which they are particularly interested, with the consent of the Board, may form a Council of the Corporation. Any such Council, existing or to be formed, shall develop a set of Bylaws which shall be approved by the Board and shall be consistent with the Code of Regulations and policies adopted by the Corporation. The By-Laws of any such Council shall specifically provide that all officers of such Council are subject to the approval of the Board of the Corporation and that such By-Laws shall not be amended without the consent and approval of the Board of the Corporation.

Section 2. Disassociation

Upon the affirmative vote of two-thirds of the Board, acting at a meeting called for such purpose, may suspend or terminate the association of the Corporation with any Council.

Section 3. Attendance at Council Meetings

Upon the approval of the Board of the Corporation, a duly established Council may limit its membership and the right of individuals to attend its meetings in order to promote more effectively the business of the Council, provided however, that the President of the Corporation and the President of the Board shall be entitled to attend any Council meeting notwithstanding any limitation adopted by such Council.

ARTICLE IX AUTHORITY

No action by any member, committee, council, employee, director or officer shall be binding upon, or constitute the opinion of the Corporation without the express approval of a majority of the Members of the Board.

ARTICLE X INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Board Member and officer serving as such at the request of this Corporation shall be indemnified by this Corporation under the standards set by and to the fullest extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time. The forgoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of members or disinterested members of this Corporation or otherwise.

ARTICLE XI AMENDMENTS

This Code of Regulations shall be reviewed each year by a committee appointed by the President of the Board. The Code of Regulations may be amended or altered by majority vote of the Board at any regular or special meeting. Membership may challenge amendments by written petition of sixty or more voting members. If such a petition is received, a general membership vote will be mailed to all Members. Ballots shall be marked in accordance with instructions prepared on the ballot and returned to the Corporation within ten (10) days of the mailing date. Simple majority will determine acceptance or disapproval of any proposed amendments.