

THE CONSTITUTION  
AND  
BY-LAWS  
OF  
THE EAST LIVERPOOL AREA  
CHAMBER OF COMMERCE

CONSTITUTION

**Article I**

Name

Section 1. This organization shall be known as the East Liverpool Area Chamber of Commerce, a corporation not for profit formed under the General Corporation Act of Ohio.

**Article II**

Purposes

Section 1. The purposes of this organization are to advance economic development and provide member advocacy and investor benefits for the East Liverpool Area.

**Article III**

Investor

Section 1. Investor

- a. Any individual, firm or corporation interested in the general advancement of East Liverpool, Ohio, and the tri-state area in general may become an investor of this organization.
- b. Each application for membership must be signed by the applicant, and recommended by an investor of the Chamber. Election to membership shall be by affirmative vote of the Trustees present at the meeting at which such application is considered. Three negative votes shall defeat the motion to elect.
- c. Dues shall be set by the Board of Trustees. Dues of each investor shall commence on the date of his election to membership and pro rata for the unexpired portion of the six month period. No investor shall be entitled to participate in the proceedings of the Chamber, or be entitled to any privileges of membership who may be in arrears for dues. An account shall be considered in arrears if it should remain unpaid for more than two months past the end of the fiscal year in which the bill was rendered. Such delinquent accounts shall be referred to the Board of Trustees for their consideration and action.
- d. Firms and corporations subscribing for investment may designate a representative for each membership investment so subscribed for, and such representative shall be entitled to exercise all rights of regular membership investment in the Chamber.

## Section 2. Associate Investor

- a. Any individual who is not the owner, proprietor or the owner of a controlling interest in a business entity engaged in business (either by having a place of business in the area of the East Liverpool Area Chamber of Commerce or by actually conducting business in the area of the East Liverpool Area Chamber of Commerce) and who is interested in the advancement of the East Liverpool Area specifically and the Tn-State Area generally may become an Associate Investor of this organization.
- b. Each application for investment must be signed by the applicant, and recommended by an investor of the Chamber. Election to membership shall be by affirmative vote of the Trustees present at the meeting at which such application is considered. Three negative votes shall defeat the motion to elect.
- c. Dues shall be set by the Board of Trustees. Dues of each investor shall commence on the date of election to membership and pro rata for the unexpired portion of the six month period. No investor shall be entitled to participate in the proceedings of the Chamber or be entitled to any privileges of membership investment who may be in arrears for dues. An account shall be considered in arrears if it should remain unpaid for more than two months past the end of the fiscal year in which the bill was rendered. Such delinquent accounts shall be referred to the Board of Trustees for their consideration and action.

## Section 3. Honorary Investors

- a. Persons who have performed some signal service for the community, or otherwise become entitled to special recognition may, by unanimous vote of the Board of Trustees, be elected to Honorary Investor; provided, however, that no more than two persons shall be elected in any one year.
- b. Honorary investors shall be entitled to all the privileges of the organization and shall be exempt from the payment of dues.

## **Article IV.**

### Officers

- Section 1. The officers of the Chamber shall be elected annually and consist of: a President, an Economic Development Vice President, Investor Benefit Vice President, Business Advocacy Vice President and a Treasurer, all of whom shall be elected by the Board of Trustees and by virtue of office be voting members of the Board. The position for President-Elect may be chosen from any of the three vice presidents or any Board member. The Chief Executive Officer shall serve as Secretary of the Board.

## Article V.

### Trustees

Section 1. The authority and general policy of this organization shall be vested in a Board of Trustees which shall consist of nineteen members elected by the investors as hereinafter provided.

Class 1 – Six members – five investors plus a representative of the Associate Investors.

Class 2 – Six members – five investors plus a representative of downtown development.

Class 3 – Six members – five investors plus the Past President of the East Liverpool Area Chamber of Commerce.

- Each class will serve a three year term.

- The Mayor of East Liverpool will by virtue of office represent the City on the Chamber Board of Trustees.

- The Chamber Board of Trustees will appoint the Mayor, by virtue of office, an associate investor representative and a representative of downtown development. These appointees shall be investors in the East Liverpool Area Chamber of Commerce.

- In the event that the date of retirement from office of the President of the Chamber shall coincide with his retirement from a regularly elected term of service on the Board of Trustees, said retiring President shall automatically retain membership upon the Board for one additional year, and shall serve in addition to the regularly elected Trustees.

### Section 2.

a. A Nominating Committee consisting of five members shall be selected by the Board of Trustees, from the investors of the organization at the first meeting in the month of April of each year. The Board of Trustees shall at the same time designate the number of Trustees to be elected for the ensuing term. At the May meeting of the Board of Trustees this committee shall place in nomination the names of candidates equal to the number of those to be elected. No member of the nominating committee shall be eligible to election as a Trustee. The names of such nominees shall be alphabetically placed on the Official Ballot which shall be mailed to all investors of the organization. The ballot shall state the number of Trustees to be elected, provide space for write-in candidates, and show the last date on which votes may be cast.

b. The votes shall be tabulated by a Tellers Committee of three, to be appointed by the President, and the nominees receiving highest votes shall be declared elected. The report of the Tellers Committee shall be presented at the meeting of the Board of Trustees in June. Shortly thereafter the new Trustees shall meet to elect officers for the year commencing July 1.

c. The Trustees so elected shall serve for three years or until their successors have been elected.

d. In case of a "tie vote" the Board of Trustees then serving shall decide the matter.

### Eligibility

Section 3. No Trustee shall succeed himself/herself in office more than two consecutive terms.

Section 4. Vacancies occurring among the Officers and Trustees shall be filled by the Board of Trustees.

## **Article VI.**

### Committees

Section 1. The work of the East Liverpool Area Chamber of Commerce shall be performed by such committees as the President, with the approval of the Board, deems necessary for the conduct of such business.

## **Article VII.**

### Funds

Section 1. The receipts from investments and from other sources when the disposition thereof is not specifically designated shall constitute the general fund from which all fixed charges for the maintenance and conduct of the Chamber and other expenses regularly incurred in the prosecution of its work shall be paid.

Section 2. The Board of Trustees shall have the power to create for the use of any department of the Chamber a special fund which shall be subscribed and collected in a manner to be prescribed by the said Board. Any special fund thus created shall be used exclusively in the department and for the purpose for which it was created.

Section 3. The Board of Trustees may at its discretion, transfer money from the general fund to any special fund when it is evident that such transfer will not impair the general fund, and any surplus in any special fund, remaining after the work for which it was collected is finally completed, may be transferred to the general fund, unless otherwise provided when the fund was created.

Section 4. The Board of Trustees shall employ a Chief Executive Officer and such personnel as they deem necessary and shall fix their compensation. The Board of Trustees shall have entire charge of the receipts, expenditures and general disposition of all funds of the Chamber.

## **Article VIII.**

### Meetings

Section 1. An annual meeting shall be held at a time and place to be determined by the Board of Trustees.

Section 2. Special meetings of the investors may be called at any time by the President and shall be called upon by the written request of twenty-five or more investors.

Section 3. Order of Business

1. Reading of minutes.
2. Communications.
3. Reports of Officers and Committees.
4. Miscellaneous Business.

**Article IX.**

Amendments

Section 1. This Constitution may be amended at any regular or special meeting of the investors of the Chamber by an affirmative vote of two-thirds of the investors present, providing notice of such proposed amendment is mailed to every investor at least one week prior to such a meeting.

BY-LAWS  
Of the East Liverpool Area  
Chamber of Commerce

**Article I.**

Officers

Section 1. The Board of Trustees of the Chamber shall organize not later than thirty days after election and elected officers shall be members of the Board during their term.

**Article II.**

Committees

Section 1. If the Board of Trustees, by resolution, so decide an executive committee of five may be appointed by the President from the members of the Board such committee shall act for the Board of Trustees during any interim between its meetings.

Section 2. The President shall appoint from the investors such standing committees as the Board of Trustees designate.

Section 3. The President shall have the power to appoint from the Trustees, or investors, special committees from time to time as conditions may arise requiring their need.

Section 4. A majority of members of any committee of the Chamber shall constitute a quorum of such committee for the transaction of business.

Section 5. All committees shall report their proceedings at each regular meeting of the Board of Trustees, and such reports, whenever practical, shall be submitted in writing and filed with the Secretary.

**Article III.**

Meetings

Section 1. The Board of Trustees shall meet regularly on such day and at such hour as they may choose, each month, and may hold special meetings at the call of the President or upon the written request of three or more members. Eight members of the Board shall constitute a quorum. Absence of a Trustee from three consecutive meetings, unless excused, may be deemed cause for removal, in which event his/her successor may be appointed by the Board. In case of the absence of a member of any committee from three consecutive meetings, such committee may notify the President of such absence and thereupon, the President may declare the office of such committee person vacant and appoint another to fill such vacancy.

Section 2. All committees shall meet at the call of their respective chairmen.

Section 3. The order of business of Trustees' meetings shall be as follows:

- |                       |                                  |
|-----------------------|----------------------------------|
| 1. Roll Call          | 5. Reports of Officers           |
| 2. Reading of Minutes | 6. Reports of Standing Committee |
| 3. Communications     | 7. Reports of Special Committee  |
| 4. Bills              | 8. Miscellaneous Business        |

Section 4. The fiscal year of the Chamber shall end at the close of business June 30, each year.

#### **Article IV.**

##### Duties of Officers

Section 1. The President shall preside at all meetings of the Chamber, the Board of Trustees, and shall perform such other duties as are by right the prerogative of the presiding officer. He/she shall be ex-officio member of all committees.

Section 2. The President will assign an officer to preside at a meeting he cannot attend.

Section 3. The Secretary (Chief Executive Officer) shall be in general charge of the office and the work of the Chamber, and shall be responsible for its general welfare, performing all duties assigned by the Board of Trustees. Duties shall include attendance upon all regular and special meetings of the Chamber, the Board of Trustees, and of proper Committees. The Secretary shall keep a record of all meetings of the Board of Trustees and of the Chamber. He/she shall issue calls for meetings, collect moneys of the Chamber, and promptly turn all funds received over to the Treasurer.

Section 4. The Treasurer shall receive and have custody of all funds, of the Chamber, depositing same in bank or banks to be selected by the Board of Trustees. He/she shall pay all vouchers which have been approved by the Board of Trustees, and which bear the signature of the President or the Treasurer and the Secretary.

Section 5. A statement as of December 31, each year, shall be prepared by the Secretary and the Treasurer to be presented at the next ensuing annual meeting of the investors; and such statement shall show general and several department funds; receipts from all sources during the year; amounts remaining in the hands of the Treasurer at the close of business on December 31, to the credits of several funds; amounts due the Chamber from all sources remaining uncollected; and such other items of detail as may be necessary to show a complete detailed statement of the financial condition of the Chamber. Also, a list of active investors as of the statement date should be presented.

Section 6. Upon receipt of investments from any individual, firm or corporation, a certificate of membership investment executed in proper form, bearing the signature of the President, and the Secretary, shall be issued to such investor for the year for which investments are paid.

Section 7. Bonds for the faithful performance of duty shall be required of the Secretary, Treasurer, and also such other officers and employees of the Chamber as may be deemed desirable by the Board at the expense of the Chamber. The amounts of said bonds shall be determined by the Board, and the President shall be the custodian of said bonds.

## **Article V.**

### **Divisions and Associations**

Section 1. Any number of investors who may desire to be associated together as a division, exchange, society or association, for the purpose of promoting more effectually the special trade, industry, business or profession in which they are interested may form a division of this Chamber.

Section 2. The desire to form any division shall be communicated to the Board of Trustees in a petition signed by not less than ten (10) investors, and if the Board of Trustees shall approve the formation of such division, the Secretary shall issue a call for a meeting of all investors likely to be interested therein.

Section 3. If two-thirds of those called shall favor the formation of such division, this fact shall be reported in writing to the Board of Trustees, who shall issue a certificate of organization bearing the seal of the Chamber and the signatures of its President and Secretary; but such certificate shall not be issued until the Board of Trustees of the Chamber shall have approved all by-laws or regulations.

Section 4. Each division of the Chamber may adopt such by-laws, rules and regulations as it may consider necessary for its proper government, but no by-law, rule or regulation shall be adopted by any division, which shall in any way conflict with the purposes and objects of the Chamber, as set forth in its charter, constitution, by-laws or regulations.

Section 5. No division of the Chamber, or any investor thereof, shall contract any debt in its behalf which shall in any manner, or to any extent, render the Chamber liable for the payment of any sum, unless the same shall have been approved by the Board of Trustees of the Chamber.

Section 6. No action or resolution of any division shall be binding upon or expressive of the sense of this Chamber.

Section 7. Any division of the Chamber may be dissolved by the Trustees of the Chamber upon petition approved by two-thirds of the members of said division present at a meeting officially called for the purpose of considering such dissolution and any division shall be suspended or dissolved by the Board of Trustees of the Chamber for any action contrary to the charter, constitution, by-laws, rules or regulations of the Chamber.

Section 8. All affiliated divisions and organizations shall submit annually to the Board of Trustees of the Chamber, reports of their conditions and a review of their proceedings for the year.

## **Article VI.**

### **Trials**

Section 1. The Board of Directors shall constitute a court to examine into and take action upon charges of un-businesslike conduct, willful violation of business contracts or obligations, or offenses against the by-laws, rules and regulations of the Chamber.

Section 2. The Secretary shall notify by mail any investor who shall have been censured, suspended or expelled.

## **Article VII.**

### **Amendments**

Section 1. These By-Laws may be amended by a majority vote of the investors in good standing in attendance at any regular membership meeting, or at any special meeting called for that purpose, provided that such amendments shall be plainly stated in the call for the meeting at which they are to be considered.

Section 2. Due notice by mail of meetings at which such amendments are to be considered must be given to every investor at least one week prior to the time of the meeting.

## **Article VIII.**

### **Enactment**

These By-Laws shall be effective immediately following their adoption by a majority vote of the investors of the East Liverpool Area Chamber of Commerce present at a meeting duly called for the purpose, and when so adopted shall supersede all previous By-Laws and amendments thereto, which are hereby amended.

## **Article IX.**

In the event that the date of retirement from office of the President of the Chamber shall coincide with his retirement from a regularly elected term of service on the Board of Trustees, said retiring President shall automatically retain membership upon the Board for one additional year, and shall serve in addition to the regularly elected Trustees.