

**CONSTITUTION
OF
THE BREMEN AREA CHAMBER OF COMMERCE**

Article I: Name

The Bremen Area Chamber of Commerce

Article II: Location of Organization

The Bremen Area Chamber of Commerce shall be located in Bremen, Fairfield County, Ohio.

Article III: Purpose

1. The Bremen Area Chamber of Commerce (hereinafter referred to as "Chamber") is organized as a non-profit corporation under the laws of the State of Ohio. (Entity Number 194995)

2. The Chamber is formed to promote integrity and good faith, just and equitable principles of business and generally to foster, protect and advance the commercial, mercantile and manufacturing interests of the area and any other lawful purpose associated therewith.

3. No part of the net earnings of the Chamber shall inure to the benefit of, or be distributed to members, trustees, officers or other private persons, except that the Chamber shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

4. No part of the activities of the Chamber shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Chamber shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

5. Notwithstanding any other provision of this Constitution, the Chamber shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501 (C) (6) of the Code, or by a corporation, contributions to which are deductible under provisions of the Internal Revenue Code.

6. Upon dissolution of the Chamber, the officers and /or directors shall, after paying or making provisions for the payment of all the liabilities of the Chamber, dispose of the remaining assets of the Chamber to such organizations organized and operated exclusively for charitable, education, religious or scientific purposes which at the time qualify as exempt organizations under Section 501 (C) of the Internal Revenue Code in effect at the time of the dissolution.

Article IV: MEMBERSHIP

Any person, company/business/ organization or governmental entity having an interest in furthering the purposes of the Chamber is welcome to become a member of the Chamber. The Chamber shall be composed of active members of the following classes:

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|---------------------------|---------------------------------------|
| 1. Individual | 4. Corporate |
| 2. Small Business | 5. Governmental Entity (one Division) |
| 3 Commercial (Industrial) | 6. Civic Groups |
| | 7. Honorary |

ARTICLE V: DUES

Each member must pay annual membership dues. Dues shall be due and payable in advance on or before the first day of January. Dues paid during a calendar year shall be dues for the year in which

they are paid except for dues paid during the calendar year 2018 which shall be for membership through December 31, 2019 or dues paid in a calendar year for which dues are already paid in full. Dues shall not be prorated.

Any member who becomes delinquent in paying his or her dues shall be dropped from the membership roll of the Chamber after thirty (30) days written notice is given to said member.

The amount of the annual dues shall be set by the Board of Directors.

ARTICLE VI: VOTING

Each member in *good standing* shall be entitled to one vote on any issue properly brought before the Chamber's membership at large. Any firm, association, corporation or partnership holding membership may nominate an individual and alternates whom the holder desires to exercise the privileges of membership.

There will be no voting by proxy or absentee voting.

Voting may be orally or by show of hands at the discretion of the presiding officer. Voting may be by written ballot after proper motion, second and majority approval.

A quorum for any regular or special meeting of the Chamber's membership shall be six (6) members in good standing.

ARTICLE VII: OFFICERS

The officers of the Chamber shall consist of a President, Vice President, Secretary, Treasurer and such other officers as the By-Laws may prescribe.

The officers of the Chamber shall be elected by the members present at an Annual Meeting of the membership. Officers must be members in good standing of the Chamber.

The nominations, elections, terms and duties of the officers shall be prescribed in the By-Laws.

ARTICLE VIII: BOARD OF DIRECTORS

Except for the powers expressly given to the membership at large by this constitution, the business and affairs of the Chamber shall be governed by the Board of Directors.

The Board of Directors shall consist of the officers and two trustees. The officers and trustees shall be elected by the members. All directors shall be members in good standing of the Chamber at the time of their election.

There shall be an **Executive Committee of the Board of Directors** consisting of the officers. The Executive Committee shall exercise all of the power and authority of the Board of Directors between meetings of the Board of Directors, except the Executive Committee is not empowered to amend the By-Laws of the Chamber, or to take action that is inconsistent with previous action taken by the Board of Directors.

The Board of Directors may create and assign duties to such other committees as it deems appropriate.

The nominations, election, terms and meetings of the Board of Directors shall be prescribed in the By-Laws.

ARTICLE IX: MEETINGS OF THE MEMBERS

At least one business meeting, the Annual Meeting, shall be held each year. The Annual Meeting shall be held in November. Regular meetings of the members shall normally be held at 12 noon on the 4th Thursday of each month except November. Additional meetings of the members may be called by the President with the approval of the Board of Directors. All such meetings shall be held in Bremen, Ohio, at a place to be decided by the Board of Directors.

At least fifteen (15) days' notice of the time and place of the Annual Meeting and of the time, place and purpose of any other meeting of the members shall be given.

Six (6) members of the Organization constitute a quorum for a membership meeting.

ARTICLE X: BY-LAWS

The Board of Directors shall adopt and may amend or modify the By-Laws of the Chamber.

The By-Laws shall provide for the rules required by the Constitution and may provide such other rules as the Board deems necessary for the governance of the Chamber provided that such rules are not inconsistent with the Constitution of the Chamber.

ARTICLE XI: ADOPTION OF AMENDMENT

When adopted by a 3/4 Three-fourths vote of the members at a membership meeting this Constitution shall supersede and replace any and all prior Constitutions.

After such adoption, this constitution may be amended by a two-thirds (2/3) vote of the members present at the Annual Meeting or at any meeting called for that purpose, provided the amendment has been proposed by the Board of Trustees or by a committee authorized by the By-Laws or the Board of Trustees and a copy has been posted on the Chamber's website and made available to any member requesting it.

Members must have been provided with at least 15 days' notice of any voting on a proposed amendment to the Constitution.

*This Constitution consisting of 3 pages, including this page, was approved unanimously by the members present at a duly called meeting on **July 26, 2018**.*

President: /s/ Dee Mowry

Vice President: /s/ Nicole Scott

Secretary: /s/ Marilyn Boyd

Treasurer: /s/ Susan Henwood