

March ~~16~~<sup>21</sup>, ~~2017~~<sup>2019</sup>

**AMENDED AND RESTATED CODE OF REGULATIONS  
OF  
THE GREATER AKRON CHAMBER OF COMMERCE  
(formerly known as the Akron Regional Development Board)**

**ARTICLE I - Name**

**Section 1.01** The name of this corporation shall be the Greater Akron Chamber of Commerce.

The Greater Akron Chamber of Commerce is a corporation, not for profit, organized under the laws of the State of Ohio, with all the powers, and subject to the conditions and limitations provided by the general corporation laws of the State of Ohio, its articles of incorporation and its regulations, as prescribed by the Greater Akron Chamber of Commerce. Where, in these regulations the word "corporation" is used, reference is made to the Greater Akron Chamber of Commerce.

**ARTICLE II - Objectives and Purposes**

**Section 2.01** The corporation has been organized under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") and shall, at all times, be operated in furtherance of said non-profit purposes as contemplated thereunder. The specific non-profit purposes for which the corporation is formed are to promote, encourage and stimulate the growth, development and prosperity of the tri-county area of Medina, Portage and Summit counties. To that end, and subject to the limitations set forth in Section 2.01(k) hereinbelow, the activities of the corporation shall include, but shall not be limited to, the following:

- (a) To secure the active aid, cooperation and participation of all citizens with an objective to develop a profitable exchange of views and to effect a social fellowship among people whose lives are centered in this economic area.
- (b) To establish a planned program of activities for the ultimate purpose of retaining present industry and commerce in the tri-county area, encouraging local industry and commerce to expand, and to attract new industry and commerce from outside the area.
- (c) To develop and maintain a comprehensive file of information on the area which is essential to promote the industrial and civic development of the tri-county area. Further, to serve as a resource center to those interested in the development and redevelopment of this area.

- (d) To work with other organizations who are dedicated to improving the economic and social well-being of our community. Further, the corporation may enter into an agreement with these organizations to provide staff for their operation.
- (e) To purchase, hold, convey, lease, mortgage or dispose of property, real or personal, tangible or intangible, to borrow money and issue or sell pledge bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, and other obligations and evidence of indebtedness payable at a specific time or times, or payable upon the happening of a specific event or events, whether secured by mortgage, pledge or otherwise, or unsecured.
- (f) To assure the execution of urban renewal projects for area redevelopment, including, but not limited to, special projects such as new federal, state, and local government office and service buildings, and the coordination of educational development and urban and suburban redevelopment, and give aid, advice and counsel to the tri-county area.
- (g) To encourage wise and needful legislation to the end that employer and employee alike may find here an attractive locality.
- (h) To maintain offices, headquarters and quarters of and for the organization and to maintain, equip and operate the said offices, real estate, building or buildings, in and upon which the same may be situated and to do any and all things necessary or incidental thereto.
- (i) To accept and receive gifts, donations, bequests, devises and all funds arising from sources of every kind, character and description of real, personal, tangible and intangible property and to hold, manage and invest and reinvest the income from or proceeds upon disposition of such property, always using the proceeds and income thereof for the purposes and objectives of the corporation, all without profit to any member thereof.
- (j) Generally to do any and all things permitted by law to be done by a corporation not for profit, and to do any and all things necessary, incidental or convenient to any and all of the foregoing purposes.
- (k) The corporation shall not engage in any activities which are prohibited for a corporation exempt from federal income tax under Section 501(c)(6) of the Code, including but not limited to the following: (i) the corporation shall not be operated for profit; (ii) no part of the net earnings of the corporation, if any, shall inure to the benefit of any member or any private individual; (iii) no substantial part of the activities of the corporation shall consist of activities not directly related to the objectives and purposes of the corporation as specified herein; and (iv) the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for office.

### ARTICLE III – Membership

**Section 3.01** Greater Akron Chamber of Commerce members shall be those who contribute annually in accordance with an established investment schedule as determined by the Board of Directors. The corporation may have different classifications of members, including voting and non-voting members, from time to time as the Board of Directors in its discretion deems appropriate. The Board of Directors shall have the power to change the dues and the classifications of members in its discretion when circumstances warrant such changes. Classifications of non-voting members shall include:

- (a) Affiliate members shall be organizations that are membership associations, such as trade groups, professional associates, or other employer groups that the corporation accepts as members. This class is non-voting.
- (b) Associate members shall be employers who are members of the affiliate members that the corporation accepts as members. This class is non-voting.

**Section 3.02** Any person of good character or business entity in good standing on the records of the state in which it is organized may become a member of this corporation; provided, however, that the corporation shall be entitled to revoke the membership of a member at any time for conduct that is not in the best interests of or is otherwise deemed harmful to the corporation or other members, as determined by the Board of Directors in its sole discretion.

### ARTICLE IV - Meetings

**Section 4.01** The annual meeting of members of the corporation shall be held during the month of March, or as soon thereafter as possible, at such time and place as designated by the ~~Chairman~~Chair, for the election of the Board of Directors and consideration of other business which may come before the members. Notice of said meeting (which notice may be by electronic or similar publication) shall be given at least seven (7) days prior to such meeting.

**Section 4.02** Special meetings of members may be called by the ~~Chairman~~Chair, or in the case of his absence, death or disability, (a) any member of the Board of Directors, or (b) any Vice ~~Chairman~~Chair. Notice of such meeting must be given seven (7) days prior to said meeting and shall state the purpose for which the meeting is called. At all special meetings of members only such business as the meeting was called to consider shall be discussed or acted upon.

**Section 4.03** At all meetings of members, each voting member of the corporation shall be entitled to one vote, which may be exercised by said member in person or by mailed ballot addressed to the Secretary of the corporation and received by him prior to the convening of any such meeting.

**Section 4.04** A majority of the voting members of the corporation present shall constitute a quorum at any regular or special meeting of the corporation. The official vote of the majority of

the quorum present shall be necessary for the authorization of any action taken by the membership.

**Section 4.05** On determination of the Chair (as to the Board and Executive Committee) or the chair of a particular committee, Robert's Rules of Order shall govern in all proceedings requiring parliamentary rulings.

## ARTICLE V - Board of Directors

**Section 5.01** The Board of Directors shall be elected at the annual meeting of the members. The Board of Directors shall consist of not more than ~~fifty-four (54)~~seventy-five (75) members. One-third of the Directors shall be elected annually for a term of three (3) years. No Director shall serve on the Board for more than two (2) consecutive elected terms totaling six (6) years. Said Board of Directors shall include the officers and immediate past ~~Chairman~~Chair of the corporation. In addition to the elected members of the Board of Directors, each past ~~Chairman~~Chair of the corporation shall serve as an ex-officio member of the Board of Directors for four (4) years following the completion of his or her term as ~~Chairman~~Chair, provided such former ~~Chairman~~Chair was not removed from such position and did not resign under circumstances where the Board of Directors determines in its sole discretion that a continuation of such ~~Chairman's~~Chair's involvement with the Board of Directors is inappropriate. A Chair's Circle Investor (defined by the Executive Committee as a member paying at or above ~~the \$50,000 a~~ level designated by the Executive Committee) is given the opportunity to have two Board members, reviewed by the Nominating Committee, approved at the Annual Meeting. Board members nominated and approved through the Chair's Circle Investor process shall not be subject to the term limits.

**Section 5.02** Except where the law, articles or these regulations require that action be otherwise authorized or taken, all the authority of the corporation shall be exercised by the Board of Directors.

**Section 5.03** The Board of Directors shall meet at least ~~six (6)~~four (4) times each year including the Annual Meeting. Additional meetings may be called at the discretion of the ~~Chairman~~Chair or the Board of Directors. Notice of all meetings shall be given seven (7) days prior to such meetings.

**Section 5.04** At any meeting of the Board of Directors a majority of Directors ~~present~~ shall constitute a quorum for such meeting and a majority vote of the Directors present shall be necessary for the authorization or taking of any action.

**Section 5.05** Any action which may be authorized or taken at any meeting of the Board of Directors may be authorized or taken without a meeting when authorized by a majority of the Directors in office.

**Section 5.06** Vacancies occurring in the Board of Directors by reason of physical incapability, voluntary resignation, or for any other reason, may be filled from nominations submitted by the Nominating Committee, to the Board of Directors. The Nominating Committee shall be appointed

by the ~~Chairman~~Chair with approval by the Board of Directors and shall consist of two (2) members of the Executive Committee, two (2) members of the Board of Directors and two (2) at-large members from the membership of the corporation. The Chair-Elect (or the Chair if there then is no Chair-Elect serving) shall serve as the Chair of the Nominating Committee. A majority vote of the Board of Directors present at any meeting of said Board shall constitute election.

## ARTICLE VI - Executive Committee

**Section 6.01** The Executive Committee shall consist of no more than fifteen (15) members of the Board of Directors, and shall include the following officers, elected by the Board of Directors pursuant to Section 7.01 hereof: ~~Chairman, Chairman-Elect, Vice Chairman-Finance, Vice Chairman-Economic Development, Vice Chairman-Chamber Services Vice Chairman-Small Business, Vice Chairman-Resources, Vice Chairman-Workforce and Talent, Vice Chairman-Government Affairs and three Vice Chairmen at Large~~Chair, Chair-Elect, Vice Chairs of the Finance, Chamber Services, Small Business and Advocacy committees and the Vice Chairs At Large. Additional members may be appointed at the discretion of the Chair either as At Large or as Chairs of any other standing committees. The balance of the Executive Committee may be appointed by the Chair. In addition to the aforesaid ~~officers~~members, the immediate past ~~Chairman~~Chair of the corporation and the President of the Corporation shall also be ~~a member-ex officio members of the Executive Committee and shall be in addition to the regular members~~ of the Executive Committee.

**Section 6.02** The Executive Committee shall discharge the powers and duties of the Board of Directors between meetings of the Board of Directors and shall have such other authority as shall be delegated to it by the Board of Directors.

**Section 6.03** The Executive Committee shall meet at least ~~six (6)~~five (5) times each year at such times as determined at the discretion of the ~~Chairman~~Chair or any ~~two (2)~~three (3) members of the Executive Committee. Notice of all meetings shall be given at least twenty-four (24) hours prior to such meetings.

**Section 6.04** At any meeting of the Executive Committee a majority of members ~~present~~ shall constitute a quorum for such meeting and a majority vote of the Executive Committee members present shall be necessary for the authorization or taking of any action.

## ARTICLE VII - Officers

**Section 7.01** The Board of Directors, at its first meeting after the Annual Meeting of members, shall elect the following officers: ~~Chairman, Vice Chairman-Finance, Vice Chairman-Economic Development, Vice Chairman-Chamber Services Vice Chairman-Small Business, Vice Chairman-Resources, Vice Chairman-Talent, Vice Chairman-Advocacy and three Vice Chairmen~~Chair, Vice Chair-Finance, Vice Chair-Chamber Services Vice-Chair-Small Business, Vice Chair-Advocacy and four Vice Chairs at Large. The President shall serve as Secretary and Vice ~~Chairman-Finance~~Chair-Finance shall serve as Treasurer. All officers shall be elected by a

majority vote of the Board of Directors. A ~~Chairman-Elect~~ Chair-Elect will be elected during the first or second year of the ~~Chairman's~~ Chair's term.

The corporation may, but need not, have other such officers, including assistant secretaries and assistant treasurers, as the Board of Directors in its discretion shall determine. Such other officers shall have such duties and authority as the Board of Directors shall determine, provided however, that such officers shall not, by reason of such offices, be members of the Board of Directors.

**Section 7.02** Nominees for the offices of ~~Chairman~~ Chair, ~~Chairman-Elect~~ Chair-Elect and Vice ~~Chairmen~~ Chairs shall be submitted to the Board of Directors by the Nominating Committee. Vacancies in the offices of Vice Chairs may be appointed by the Chair until the next annual meeting.

**Section 7.03** The ~~Chairman~~ Chair, ~~Chairman-Elect~~ Chair-Elect and Immediate Past ~~Chairman~~ Chair shall serve terms not to exceed two (2) years. All Vice ~~Chairmen~~ Chairs shall serve until their successors have been elected.

## ARTICLE VIII - Duties of Officers

**Section 8.01** The ~~Chairman~~ Chair shall preside at all Meetings of members, Board of Director meetings and meetings of the Executive Committee and shall generally perform such duties as performed by ~~Chairmen~~ Chairs of like corporations.

**Section 8.02** In the event of the absence or disability of the ~~Chairman~~ Chair, the ~~Chairman-Elect~~ Chair-Elect shall assume the duties of the ~~Chairman~~ Chair. If there is no Chair-Elect as such time, the Vice Chair of Finance shall assume the duties of the Chair.

**Section 8.03** The Vice ~~Chairmen~~ Chairs shall lead committees that provide advice and counsel to the staff of the corporation in guiding the programs of the corporation and other duties as may be assigned to them by the Board of Directors from time to time.

**Section 8.04** The President shall be the chief administrator of the corporation and shall be an ex-officio member of all committees. The President shall serve at the pleasure of the Board of Directors. It shall be the duty of the President to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts and maintain an accurate record of the proceedings of all committees. He or she shall so manage the affairs of the corporation as to promote its objectives, and shall employ such employees and assistants as required.

~~All disbursements shall be made by check, signed by the officers and employees so designated by the Board of Directors.~~

**Section 8.05** The Secretary shall keep the minutes of all the proceedings of the members of the corporation and shall make proper record of same. He or she shall maintain and be responsible for all official documents, records and correspondence of the corporation, which shall be housed in the executive offices of the corporation. He or she shall generally perform

such duties as required of him/her by the Board of Directors. On the expiration of his term of office, he or she shall turn over to his/her successor or to the corporation, all property, official documents, records and correspondence in his/her possession.

**Section 8.06** The Treasurer, with the President's assistance, shall receive and be responsible for maintaining an accurate account of all monies received and disbursed and shall generally perform such duties as may be required of him by the Board of Directors. On the expiration of his term of office, he or she shall turn over to his/her successor or to the corporation, all property of the corporation in his/her possession.

## ARTICLE IX - Boards and Associations

**Section 9.01** Any member or members who may desire to be associated together as a board, council, exchange, society or association for the purpose of promoting more effectively the special interest, industry or business in which they may be interested, may, upon petition signed by not less than ten (10) members, including a submission of a proposed scope of work and plan for sustainability, and after the approval of the Board of Directors, form a board-, council or association of the corporation.

**Section 9.02** No board or association of the corporation shall pursue any policy prejudicial to or inconsistent with the policy and purpose of the corporation, nor shall it contract any indebtedness for which the corporation is liable.

**Section 9.03** No action or resolution of any board or association shall be binding upon or expressive of the sense of the corporation.

**Section 9.04** Any board or association of this corporation may be dissolved by the Board of Directors upon request of the members thereof or upon petition approved by two-thirds of the members of said Board of Directors or may be dissolved or suspended for any violation of the regulations, by-laws or rules of the corporation.

## ARTICLE X - Committees

**Section 10.01** The ~~Chairman~~Chair or the Board of Directors may appoint such committees as deemed necessary and designate their duties. Any such committee shall continue at the will of the ~~Chairman~~Chair or the Board of Directors.

**Section 10.02** The ~~Chairman~~Chair or the members of the Board of Directors shall appoint such persons as deemed appropriate to serve ~~as ex-officio members of the Board of Directors. Such ex-officio on committees. Such~~ members shall have full voting rights on such committees but do not need to be members of the Board of Directors.

**Section 10.03** Not less than three (3) months before an annual meeting of members at which an election of the Board of Directors will take place, and not less than three months before a

meeting of the Board of Directors at which the Officers will be elected, the ~~Chairman~~Chair shall appoint a Nominating Committee as described in Section 5.06 for the purpose of identifying qualified persons to serve in such elected positions. The Nominating Committee shall nominate a number of Directors or Officers equal to that of those whose terms have expired. The Nominating Committee shall provide a slate of nominees which shall be set forth in the notice of annual meeting of the members.

**Section 10.04** The Board of Directors may create various standing committees, which shall serve at the pleasure of the Board of Directors, and subject to the control and direction of the Board of Directors, to provide advice and counsel to the staff of the corporation in guiding the programs of the corporation. The committees shall be comprised of Directors and volunteer members with professional expertise or specific interest related to the scope ~~of interest~~ of the committee. Particular attention shall be given to geographic and demographic representation on the committees with each committee striving to have at least one executive committee member or director from each county comprising the corporation and to be diverse and inclusive.

## ARTICLE XI - Indemnity of Directors, Officers and Employees

**Section 11.01** The corporation shall indemnify any present and former director, officer or employee of the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceedings, criminal or civil, to which he is made a party by reason or being or having been such director, officer or employee, provided (a) he is not adjudicated negligent or guilty of misconduct in the performance of his duty to the corporation of which he is a director, officer or employee, and (b) he acted in good faith in what he reasonably believed to be the best interest of such corporation and, in addition in any matter the subject of a criminal action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful. The determination as to (a) and (b) shall be made by the Board of Directors at a meeting at which a quorum of directors who are not parties to such action, suit or proceeding is present. Any director who is a party to such action, suit or proceeding shall not be qualified to vote and if for this reason a quorum of the Board of Directors cannot be obtained to vote on such indemnification, ~~no~~ indemnification shall be made except in accordance with any limitations under the Non-Profit Corporation Law of Ohio. Any indemnification made in accordance with this Article XI shall not be deemed exclusive of any other rights of indemnification to which any such directors, officers or employees may be or become entitled by law, under the Articles of Incorporation or under these Regulations.

## ARTICLE XII - Amendments

**Section 12.01** Amendments to the Code of Regulations may be made by the voting members at a meeting of the members, by the affirmative vote of a majority of the voting members present.