



CHAMBER OF COMMERCE EXECUTIVES OF OHIO – CONSTITUTION  
(Most recently amended: 2/21/08.)

**Article I – NAME, VISION & MISSION**

- Section 1. The **name** of this association shall be “Chamber of Commerce Executives of Ohio” hereafter referred to as the CCEO.
- Section 2a. The vision of the CCEO is to *develop our country’s most effective chamber leaders*.
- Section 2b. The **mission** of the CCEO is to *provide resources that maximize chamber leadership to create a strong business climate for our communities*.
- Section 3. The CCEO shall observe all local, state and federal laws which apply to a 501(c)(6) professional association as defined in applicable sections of the Internal Revenue Code. This Association shall be non-partisan, non-sectional and non-sectarian.

**Article II - MEMBERSHIP**

- Section 1. **Professional** members shall be those who, upon payment of dues as determined by the Board of Directors, are:
- Employed in any staff capacity by chambers of commerce or similar chamber organizations with headquarters in the State of Ohio, and
  - Chief volunteer leaders of non-staffed chambers or similar chamber organizations in Ohio.
- Professional members have voting privileges, are eligible to serve on the CCEO board and hold office.
- Section 2. **Associate** members shall be those who, upon payment of dues as determined by the Board of Directors:
- Have retired from the chamber profession;
  - Were previous Professional members that now have chamber management positions outside Ohio;
  - Representing businesses or non-chamber organizations supportive of or allied with the mission and work of the CCEO and the local chambers of commerce in Ohio.
- Associate members shall not be eligible to vote or hold office.
- Section 3. **Honorary Life** members: CCEO members and other individuals who have distinguished themselves through exceptional leadership and service to the CCEO and the chamber of commerce profession are eligible for consideration and, upon a favorable vote of the Board of Directors, shall be bestowed with Honorary Life memberships, in accordance with rules and procedures established by the Board of Directors.
- Section 4. **Dues:** Annual dues investments and schedules, and other special fees or assessments required for the maintenance of this association, shall be determined by the Board of Directors. Members whose dues investments become three months in arrears may be considered as having resigned from the CCEO.
- Section 5. **Expulsion:** A member may be expelled from membership in this association for just cause by a three-fourths vote of the Board of Directors.

## Article III - GOVERNMENT

- Section 1. **Board of Directors:** The government of this association, the direction of its activities and the control of its property shall be vested in the Board of Directors, not to exceed twenty (20) directors as follows:
- a) Sixteen (16) of whom shall be elected from and by the Professional membership to serve 3-year terms;
  - b) The two (2) most immediate and available Past Chairs of the board;
  - c) Two (2) additional voting directors, one representing the Ohio Chamber of Commerce and one representing the ACCE, may be appointed by the Board of Directors to serve one-year terms without limitation on the number of succeeding terms.
  - d) **Executive Committee:** The Board of Directors shall elect from among its own an Executive Committee consisting of Chair of the Board, Chair-Elect, Vice Chair of Policy & Administration, Vice Chair of Finance, and as many additional Vice Chairs as it deems necessary to carry out the mission of the CCEO. The two most immediate and available Past Chairs of the Board shall also serve on the Executive Committee.  
The duties of these officers shall be those commonly attached to such offices in organization practice, along with other duties as approved by the Board of Directors.  
Each officer shall be elected by the Board of Directors for a term of one year and shall be eligible for re-election for three additional one-year terms.

Section 2. **Nominating Committee:**

- a) (**September**) The Chair of the Board shall appoint a Nominating Committee consisting of three (3) to five (5) persons, including one (1) of the three most immediate & available past Chairs of the Board, the President/CEO and up to three (3) additional members from the Board of Directors, none of whose terms are up for re-election. This committee shall be charged with identifying and proposing a slate of candidates as specified below.
- b) (**October**) Via newsletter, special mailing, fax, e-mail or other means, the committee shall notify the Professional members about opportunities to serve on the Board and invite submission of nominations. The committee shall select nominees in a manner that considers commitment to serve, and recognizes geographical, chamber size, and other diverse factors. (See Section 3 below.)
- c) (**November Board Meeting**) The committee shall present a slate of officers for the coming year to be elected by the directors present. The committee shall also propose to the Board of Directors for its approval a slate of directors to be presented for a vote by the Professional membership.
- d) (**By December 10**) The Nominating Committee shall, by e-mail, special mailing, fax, or other means, present to the Professional membership the approved slate of directors for its vote during the following 5 business days.
- e) (**By December 20**) The Chair of the Nominating Committee and/or President/CEO shall notify each nominee of the election results and notify the new directors of the date, time and place of the January board meeting.
- f) (**February**) At the Annual Meeting, the Chair of the Nominating Committee shall introduce the officers, incumbents and newly elected directors to the membership.

- Section 3. **Qualifications** of an individual being considered for nomination as a director or officer shall include caliber of service to the community he or she represents, attendance at CCEO functions, level and quality of participation on CCEO committees, and, in the event that these factors shall be judged equal

between persons under consideration by the Nominating Committee, length of membership in CCEO shall be the deciding factor.

- Section 4. **Term Limits:** No person elected as a director who has served two consecutive three-year terms may succeed him or herself except after a lapse of one year provided, however, that a retiring director may be elected to fill a vacant office on the Executive Committee, and provided further that this restriction shall not prevent the immediate reelection of a director named under the provisions of Section 6 of this article.
- Section 5. **Attendance:** A director who shall not have attended any meetings of the CCEO Board of Directors held between the annual elections of the association shall forfeit his/her seat on the Board. The remaining directors shall be empowered to fill his or her unexpired term in accordance with the provisions outlined in Section 6 of this article.
- Section 6. **Vacancies:** In the event a vacancy occurs among the officers or on the Board of Directors due to resignation, non-payment of the annual dues investment, or other causes, the remaining directors shall have the authority to fill the unexpired term by appointment.
- Section 7. **Assumption of Office:** Directors and officers of this association shall assume office on the first day of each fiscal year.
- Section 8. **Appointment of director of CCEO:** A key responsibility of the Board of Directors is the selection of the director of CCEO. To facilitate this process, when needed, the Chair of the Board will appoint a five-member Search Committee consisting of the current Chair, one other officer, one Chair and two members from the Board at large. The Search Committee will make recommendations to the Board of Directors, who will confirm by at least a two-thirds majority vote.

#### Article IV - OFFICERS

- Section 1. **Officers:** The officers of this association shall be Chair of the Board, Chair-Elect, Vice Chair of Policy & Administration, Vice Chair of Finance, as many additional Vice Chairs as is deemed necessary to carry out the mission of the CCEO, and the two most immediate and available Past Chairs of the Board. Their duties shall be those commonly attached to these offices in organization practice, along with other duties as approved by the Board of Directors.
- Section 2. **Rank Order:** The rank of officers, in descending order, shall be Chair of the Board, Chair-Elect, and the Vice Chairs. Subject to their availability, recommendation of the Nominating Committee and willingness to serve, officers shall succeed to the next vacant higher office at the beginning of each fiscal year of the association. The two most immediate and available Past Chairs of the Board shall serve on the Executive Committee to provide continuity from year to year.
- Section 3. **Term Limits:** Each officer shall be elected by the Board of Directors for a term of one year and shall be eligible for re-election for three additional one-year terms. Additionally, an officer may serve a full term after filling another officer's unexpired term.
- Section 4. **Re-Election:** After a Director completes the above offices (regardless if an office was jumped as a result of an officer resignation) there must be a one year lapse before being eligible for re-election to the Board of Directors.
- Section 5. **Duties of director of CCEO:** The director of CCEO shall be chief executive officer of the Association. It shall be the duty of the director to conduct the official correspondence, preserve all books, documents, and communications, keep books of accounts and maintain an accurate record of the proceedings of the Board of Directors and all committees.

- Section 6. **Authority of director of CCEO:** The director of CCEO shall have the authority to employ and manage additional staff as provided for within the approved budget, and shall perform such duties that may be incident to the office, subject to the direction of the Board.
- Section 7. **Fidelity Bond:** At the direction of the Board of Directors the director of CCEO shall furnish, at the expense of the association, a fidelity bond, in such a sum as the Board shall prescribe.

#### Article V - MEETINGS

- Section 1. An **Annual Meeting** of the association shall be held in such place and time as may be determined by the Board of Directors.
- Section 2. A **special meeting** of the Association may be called by the Chair of the Board or another officer for a purpose specified in the call issued for such meeting, or may be called for a specified purpose upon the written request of not less than fifteen voting members in good standing, with the time and place of such meeting to be determined by the authority calling the meeting.
- Section 3. A **notice** of any special meeting, including its purpose, location, date and time, shall be provided to each voting member at his or her last known point of contact not less than ten (10) days prior to such meeting.
- Section 4. **Quorum:** At all duly authorized meetings of the association those Professional members present shall constitute a quorum. At all meetings of the Board of Directors or appointed committees of the association, a majority of the membership or the group meeting shall constitute a quorum.
- Section 5. **Rules of Governance:** Board of Director's and Professional membership meetings shall proceed, be governed by and conducted in accordance with generally accepted practices and procedures for similar organizations, including the use of structured agendas and the recording and approval of minutes for each such meeting.

#### Article VI - COMMITTEES

- Section 1. **Executive Committee:** The elective officers, the two immediate and available Past Chairs of the Board, and the director of CCEO shall constitute an Executive Committee and shall act for the Board of Directors during intervals between meetings. Its actions shall be reported to the Board at each next succeeding meeting for such action as the Board deems proper.
- Section 2. **Other Committees:** The Chair of the Board may appoint such additional committees as the activities and purposes of the association require.

#### Article VII - FISCAL

- Section 1. **Custodian:** Although the director of CCEO shall be the day-to-day fiscal manager, as directed by the Board, the Vice Chair of Finance shall be the official custodian of all funds of the association and, under the direction of the Board of Directors, shall ensure the proper deposition and disbursement of such funds.
- Section 2. **Reviews & Audits:** Accounts of the association shall be compiled annually by a professional accounting firm authorized by the Board of Directors. From time to time the Board may, at its discretion, direct that an audit or review of the association's financial records be conducted. The results of such reviews or audits shall be presented to the Board as soon as practical after their completion.

Section 3. The **fiscal year** of the association shall be January 1-December 31.

Section 4. **Annual Budget:** Prior to the beginning of each fiscal year, or at an alternate date as determined by the Board of Directors, the director of CCEO and Vice Chair of Finance shall prepare a budget of anticipated revenues and expenses which shall be submitted to the Board of Directors for approval. Fiscal Year budget revisions shall receive approval by the Board of Directors. Upon the approval of the budget, the director of CCEO shall be authorized to make disbursements on account of expenses provided for in the budget without an additional approval by the Board of Directors. A summary of all disbursements shall be provided monthly to the Vice Chair of Finance by the director of CCEO.

Section 5. **Use of Funds:** The CCEO shall use its funds only to accomplish the objectives and purposes of the Chamber of Commerce Executives of Ohio and no part of said fund inure, or be distributed, to the members thereof with the exception of reimbursement for expenses incurred within the approved budget on behalf of the Association.

Section 6. On **dissolution** of the Chamber of Commerce Executives of Ohio all funds remaining shall be distributed to one or more charitable, educational, scientific or philanthropic organizations, recognized as such and exempted as such by the U.S. Treasury Department from imposition of taxes, the same to be selected by the Board of Directors of the Chamber of Commerce Executives of Ohio.

Section 7. **Bonding:** The director of CCEO, officers and the Board of Directors may be bonded by a fidelity or other bond in the amount set by the Board of Directors.

#### **Article VIII – INDEMNIFICATION**

Section 1. The CCEO shall, by resolution of the Board of Directors, provide for indemnification by the CCEO of any and all current or former officers, directors, and employees against expenses, costs or payments actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the CCEO, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for gross misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for misconduct.

#### **Article IX - AMENDMENTS**

Section 1. This Constitution may be amended, altered, or repealed by:

- a) The written or oral vote of a majority of the voting members of the Association present at any regular or special meeting of the membership, or
- b) A majority of the members voting in a mail or a form of electronic communication referendum of the entire Professional membership.

For either method, the Vice Chair of Policy & Administration shall see to it that such a notice of the proposed change is provided to each member at his or her last known point of contact not less than ten (10) days prior to recording such vote.

#### Revisions:

1. Approved by the membership on 11/30/99: Article III Sections 1, 2, & 8; Article IV Sections 1, & 3; Article V Section 1; Article VII Section 3.
2. Approved by the membership on 11/20/03: Multiple revisions throughout constitution.
3. Approved by the membership on 7/21/04: Structure of officers; Redefined membership categories.
4. Approved by the membership on 2/23/06: Art. III, Sections 1, 2 & 2b, addressing geographic & other factors for board make-up, and specifying criteria for Nominating Committee's consideration.

5. Approved by the membership by electronic vote, Nov. 13-17, 2006: Art. VII, Sec. 3, changing fiscal year from 6/1-5/31 to calendar year, 1/1-12/31; Also amended Article IV, Section 3, making the term limits the same for all officers.
6. Approved by the membership by voice vote, Feb. 21, 2008: Art. I, new vision & mission statements; Art. III, Sec. 1d, extending term eligibility of officers; Sec. 2 new timelines for nomination & election process; Art. VII, Sec. 4, authorizing board to extend the budget preparation deadline. Also the following technical changes: Replace the term “Chairman” with “Chair”; Replace the term “President/CEO” with “director of CCEO”.