

# **Manchester Area Chamber of Commerce Bylaws**

## **Article I - General**

### **Section 1. Name**

This organization is incorporated under the laws of the State of Michigan as Manchester Chamber of Commerce, Inc., and is doing business as Manchester Area Chamber of Commerce, hereinafter known as the Chamber.

### **Section 2. Purpose**

The Chamber is organized to advance the general welfare and prosperity of the Manchester area so that its citizens and all areas of its business community may prosper. Any practicable means of promotion may be provided with particular attention and emphasis given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

### **Section 3. Limitation of Methods**

The Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

## **Article II - Membership**

### **Section 1. Eligibility**

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

### **Section 2. Election**

Membership is obtained when a completed application and appropriate dues are accepted by either the Executive Board or the designated Membership Chairman.

### **Section 3. Dues**

Membership dues shall be at such rates, schedule or formula as may from time to time be prescribed by the Executive Board.

### **Section 4. Membership Year**

The membership year shall be the calendar year.

### **Section 5. Termination**

- a) Any member may resign from the Chamber upon written statement to the Executive Board;
- b) Any member delinquent for payment of dues after March 31 shall be removed from the membership list; unless otherwise extended, by the Executive Board, for good cause;

c) Any member shall be expelled by a two-thirds vote of the Executive Board, for conduct unbecoming or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

## **Section 6. Voting**

In any proceeding in which a vote by members is called for, each member in good standing shall be entitled to cast one vote.

## **Section 7. Exercise of Privileges**

Any firm, association, corporation, partnership, or estate holding membership may nominate an individual whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nomination.

## **Section 8. Honorary Membership**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Executive Board shall confer or revoke honorary membership by a majority vote.

## **Article III - Officers**

### **Section 1. Determination of Officers**

The officers shall be President, Vice President, Secretary, and Treasurer. The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adapted by the Chamber.

### **Section 2. Duties of Officers**

- a) President. The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the Membership, and Executive Board. The President shall, with the advice and counsel of the Vice-President, determine all committees and select all committee leaders.
- b) Vice-President. The Vice-President shall preside at all meetings where the President is absent and will oversee all committees pertaining to their general duties.
- c) Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Executive Board. Checks are to be signed by the Treasurer and President, or in the absence of either or both, by any two Officers. The Treasurer shall provide a financial report at each regularly scheduled monthly meeting.
- d) Secretary. The elected Secretary shall maintain the books, records, and minutes of the Organization, and shall act as liaison with a clerical secretary or other employee.

## **Article IV - Meetings**

### **Section 1. Annual Meeting**

The annual meeting of the corporation, in compliance with State law, shall be held in October in 2007, and in September of each year thereafter, for the purpose of electing officers and trustees, and conducting other business as necessary. The time and place shall be fixed by the Executive Board and notice thereof shall be mailed to each member at least ten (10) days before said meeting.

### **Section 2. Regular Meetings**

Regular general membership meetings of the Chamber shall be held the second Monday of each month, unless otherwise ordered by the Chamber or by the Executive Board, for the transmission of information and the conduct of Chamber business. The Executive Board shall determine the time and place of the regular general membership meetings.

### **Section 3. Additional Meetings**

a) Special Meetings of the Chamber may be called by the President at any time, or upon petition in writing of any 18 members in good standing. Notice of special meetings shall be given to each member by mail, phone or email, at least five (5) days prior to such meetings.

b) Executive Board meetings may be called by the President or by the Executive Board upon written application of three (3) members of the Board. Notice of board meetings, which include the purpose of the meeting, shall be given to each board member at least one (1) day prior to said meeting.

c) Committee meetings may be called at any time by the President or by the committee's chair.

### **Section 4. Quorums**

At any duly called General Meeting of the Chamber, 15 members or 20% of the current membership, whichever is smaller, shall constitute a quorum. A majority of the current board members shall constitute a quorum of the Executive Board.

### **Section 5. Notices, Agenda, Minutes**

An agenda and minutes must be prepared for all meetings.

## **Article V - Executive Board**

### **Section 1. Composition of the Board**

The Executive Board shall be composed of the President, Vice President, Secretary, Treasurer, and five Trustees of which one is recommended to be the Past-President. Each Officer and Trustee shall serve a two-year term. In 2007, a President, Secretary, and two Trustees will be elected for two-year terms; while a Vice-President, Treasurer, and three Trustees will be elected for one-year terms. Each year thereafter, appropriate offices will be filled for two-year terms.

### **Section 2. Eligibility**

Any Chamber member in good standing is eligible for election as an Officer or Trustee, with the following exception. An elected Officer or Trustee who has served two full consecutive two-year terms, in any capacity on the Executive Board, is not eligible for election for a third consecutive term. A period of one year must elapse before eligibility is restored.

### **Section 3. Selection and Election of Officers and Trustees**

a) Nominating Committee. In June, the President shall appoint a Nominating Committee of 2 or 3 members. Prior to August 15, the Nominating Committee shall present to the President a slate of candidates for Officers and Trustees. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of an Executive Board member.

b) Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President or Secretary shall notify the membership by mail, at least ten days prior to the annual meeting, of the names of persons nominated as candidates for Officers and Trustees. At the annual meeting, and prior to the election, additional nominations from the floor shall be permitted.

### **Section 4. Election of Officers and Trustees**

The Officers and Trustees shall be elected by ballot and their term of office shall begin at the close of the Annual Meeting at which they are elected.

### **Section 5. Removal from Office and Vacancies**

An Officer or Trustee who is absent from all scheduled meetings of the membership and Executive Board for a period of three months shall automatically be dropped from membership on the Board and the seat will be considered vacant. Vacancies on the Executive Board shall be filled by the Executive Board by a majority vote, at the next regularly scheduled meeting.

### **Section 6. Policy**

The business of the Chamber shall be determined by the general membership at its regularly scheduled membership meetings. The Executive Board shall have general supervision of the affairs of the Chamber between regularly scheduled membership meetings, fix the hour and place of meetings, make recommendations to the Chamber, and shall perform such other duties as are specified in these bylaws. The Executive Board shall be subject to the orders of the Chamber, and none of its acts shall conflict with action taken by the Chamber.

### **Section 7. Employees**

The Executive Board may employ personnel and shall fix the salary and other considerations of employment.

## **Section 8. Indemnification**

The Chamber shall, by resolution of the Executive Board, provide for the indemnification by the Chamber of any and all of its Executive Board Members or former Executive Board Members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or party, by reason of having been Executive Board Members of the Chamber, except in relation to matters as to which such Executive Board Member shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## **Article VI - Finances**

### **Section 1. Funds**

All money paid to the Chamber shall be placed in a general operation fund.

### **Section 2. Disbursements**

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Chamber or Executive Board. Disbursement shall be made by check signed by two Officers.

### **Section 3. Fiscal Year**

The fiscal year for the Chamber of Commerce shall close on December 31.

### **Section 4. Budget**

The President and Treasurer shall draft a budget for the coming calendar year and submit it to the Executive Board for approval at the regularly scheduled December meeting.

### **Section 5. Annual Fiscal Review**

The accounts of the Chamber shall be reviewed annually as of the close of business on December 31. The review shall at all times be available to members of the organization within the offices of the Chamber.

### **Section 6. Bonding**

Such Officers and staff as the Executive Board may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

## **Article VII - Dissolution**

### **Section 1. Procedure**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of the funds shall inure, or be distributed, to the members of

the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations, to be selected by the Executive Board, as defined in IRS Section 501(c)(3).

## **Article VII**

### **Section 1. Parliamentary Authority**

The current edition of Robert's Rules of Order Newly Revised shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Charter or ByLaws of the Chamber.

## **Article IX - Amendments**

### **Section 1. Revisions**

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Executive Board, or by a majority of the members present at any regular or special meeting, providing the notice for the meeting includes the proposal for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are acted upon.

Adopted November 14, 1984

Amended: June 19, 1991

Amended: July 17, 1997

Amended: October 8, 2007

Amended: December 10, 2007