

Perry-Morrice Area Chamber of Commerce

By-laws

ARTICLE I NAME

Section I: This organization is incorporated under the laws of the state of Michigan and shall be known as the Perry-Morrice Area Chamber of Commerce, **hereafter known as “Chamber” in this document.**

ARTICLE II PURPOSE

Section I: Mission Statement

The purpose of the Perry-Morrice Area Chamber of Commerce is to identify, coordinate, and promote the activities, which will facilitate economic, civic, and cultural development in the entire area. These activities will be facilitated through the coordinated efforts of the industrial, educational, religious, commercial and civic organizations.

ARTICLE III MEMBERSHIP

Section I: Eligibility

Any person, association, corporation, partnership or estate interested in fulfilling the mission and objectives of this organization shall be eligible to apply for membership.

Section II: Representative

Each firm, corporation, or association may designate an executive who shall represent its membership in the chamber and shall have the right at any time to change its representative upon written notice to the chamber of commerce.

Section III: Applications

Application for membership shall be in writing, on forms provided for that purpose and signed by the applicant. The secretary will submit these forms to the board of directors.

Acceptance of member shall be by the board of directors at any meeting thereof. Any applicant that is accepted shall become a member upon payment of the regularly scheduled dues as set by the board of directors.

Section IV: Individual Membership

Any person (retirees, non-business person) who wishes to support the chamber can become an individual member, providing they are not actively employed by or own a non-member firm, association or corporation, or representative of any organization in the southwest Shiawassee County region. Individual members receive all of the same benefits as other members, other than the right to vote or hold office.

Section V: Honorary Membership

Any person upon a 2/3 vote of the directors may be admitted to honorary membership for distinction in public affairs and/or dedication to the objectives of the chamber. Honorary members shall have all of the rights and privileges of active members except the right to vote and hold office. They shall be exempt from all fees and dues.

Section VI: Membership Investment

Membership investment shall be at such a rate or rates, schedule or formulas as may be prescribed by the board of directors, payable in advance, with continuous twelve (12) month membership dues. Membership dues are due January 1. Membership will be pro-rated throughout the year.

Section VII: Voting members

In any proceeding in which voting of members is called for, each member in good standing or its designated representative shall be entitled to cast one (1) vote.

Section VIII: Resignation

Any member may resign from the chamber upon written notice to the board of directors.

Any member may be expelled for non-payment of dues upon thirty (30) days from the date due, unless otherwise extended for good cause by a 2/3 vote of the board of directors, at a regularly scheduled meeting, or for conduct unbecoming a member.

ARTICLE IV MEETINGS

Section I: Annual Meeting

The annual meeting of the active members of the organization shall be held at a place and at a time set by the board of directors for the purpose of considering such matters as may properly come before the meeting. Each member will receive notification at least ten (10) days before said meeting.

Section II: Regular and Special Meetings

The board of directors may provide for holding membership meetings whenever it may be considered necessary or desirable or by a written request to the secretary by three (3) members.

Section III: Notice of Meetings

Notice of any meeting shall be communicated to each member at least ten (10) days in advance of such meetings.

Section IV: Quorum

A majority of the board of directors shall constitute a quorum of the board.

Section V: Agenda and Minutes

An advance agenda and minutes must be prepared for all meetings.

ARTICLE V BOARD OF DIRECTORS

Section I: Composition of the Board

The board of directors shall be composed of at least nine (9) members, one third (1/3) of whom shall be elected annually to serve for three (3) years, *with no term limitations*, or until their successors are elected and have qualified.

The government and policy making responsibilities of the chamber shall be vested in the board of directors which shall control its property, be responsible for its finances and direct its affairs.

Section II: Election of Directors

At the regular October board meeting, the president shall appoint a nominating committee of three (3) members, at least one (1) of who must be a current member of the board of directors. The president shall designate the chairman.

Prior to January 1st, the nominating committee shall present to the secretary a slate of at least three (3) candidates to serve three-year terms. Each candidate must be a member in good standing, and must have agreed to accept the responsibility of a directorship.

Upon receipt of the report of the nominating committee, the secretary shall immediately notify the membership of the names of the persons nominated for directors and right of petition.

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the chamber. Such petition shall be filed with the nominating committee within ten (10) days after notice has been given of the names of those nominated. The determination of the nominating committee as to the legality of the petitions (s) shall be final.

The election of members to the board of directors shall take place at the annual meeting. If there are more than three (3) candidates then a ballot shall be prepared listing the names of the candidates in alphabetical order. The ballot shall contain instructions to vote for no more than three (3) candidates. The president shall appoint a committee of three (3) judges to supervise the election, including the auditing of the ballots. They shall report the results of the election to the members. The candidate with the greatest number of votes shall be elected.

All newly elected board members shall be seated at the first regular board of directors meeting following the annual meeting and shall be participating members thereafter. Retiring members shall serve until the beginning of the first regular board meeting after the annual meeting.

Section III: Vacancies

A member of the board of directors who shall be absent, without good cause, from three (3) consecutive meetings, may, upon majority vote of the remaining directors, be removed from membership on the board.

Vacancies on the board of directors, or among the officers, shall be filled by the majority vote of the remaining members of the board of directors.

Section IV: Policy

The board of directors is responsible for establishing procedures and formulating the policies of the organization.

Section V: Indemnification

The chamber, by majority vote of the board of directors, may provide for indemnification by the chamber of all of its directors, officers or former directors 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 a party, by reason of having been directors of the chamber, except in relation to matters as to which such director shall be adjudged in such action, suit or proceeding to 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 OFFICERS

Section I: Election of Officers

The board of directors at the first regular meeting after the annual meeting shall reorganize for the coming year. At this meeting, the board shall elect the president, vice president, secretary and treasurer. Officers will be elected from the board. All officers shall serve for a term of one (1) year, with no term limitation, or until their successors assumes the duties of office, and they shall be voting members of the board of directors.

Section II: Duties of Officers

President: The president shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, board of directors and executive committee.

The president shall select, with the advice and consent of the board of directors, all committee leaders and committee personnel.

Vice President: The vice-president shall exercise the powers and authority and perform the duties of the president in the absence or disability of the president.

Secretary: It shall be the duty of the secretary to keep records of members, record the attendance at meeting, send out notices of meetings of the organization, record and preserve the minutes of such meetings, and perform such other duties as usually pertain to the office of secretary.

Treasurer: It shall be the duty of the treasurer to make the required reports to the local, state and federal governments. The treasurer shall have custody of all funds, accounting for same to the organization annually and at any other time upon demand by the board and to perform such other duties as pertain to the office of treasurer. Upon retirement from office the treasurer shall turn over to their successor or the president all funds, books of accounts or any other organization property in their possession. The treasurer shall provide a monthly account of funds to the board of directors.

Section III: Executive Committee

The executive committee shall act on behalf of the board of directors when the board is not in session, but shall be accountable to the board for its actions. It shall be composed of the president, vice president, secretary and treasurer. The president will serve as head of the executive committee.

ARTICLE VII COMMITTEE APPOINTMENTS/AUTHORITY

Section I: Committee and Committee Chairs

The president, with the advice and consent of the board of directors, shall appoint all committees and committee leaders as deemed necessary to carry out the program of the chamber. Committee appointment will be at the will and pleasure of the president and shall serve concurrent with the term of the appointing president, unless the board of directors approves a different term.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the board of directors and carry on such activities as may be delegated to them by the board. Committees shall be discharged by the president when their work has been completed and their reports accepted, or when, in the opinion of the board of directors, it is deemed necessary to discontinue the committees.

Section II: Limitation of Authority

No action by a member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the chamber until it shall have been approved, or ratified by the board of directors.

Section III: Testimony

Once committee action has been approved by the board of directors, it shall be incumbent upon the committee leaders to, in their absence, whom they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic or governmental agencies.

Section IV: Divisions

The board of directors may create such divisions, bureaus or councils, as it deems advisable to handle the work of the chamber. The board shall authorize and define the powers and duties of such divisions, bureaus or councils. The board shall annually review and approve all activities and proposed programs of such divisions, bureaus or councils, including collection and disbursement of funds.

No action of resolution of any kind shall be taken by divisions, bureaus or councils having bearing upon, or expressive of the chamber, unless approved by the board of directors.

ARTICLE VIII FINANCES

Section I: Chamber funds

All money paid to the chamber shall be placed in a checking or savings account for use as general operating funds. The board of directors may establish special reserve accounts.

Sections II: Disbursements

All disbursements will be made by check after approval by the board of directors. Checks may be signed by one of the following: president, vice president, secretary, treasurer.

Section III: Fiscal Year

The fiscal year of the chamber shall begin January 1 and shall end December 31.

Section IV: Budget

The treasurer shall prepare an annual operating budget to be presented to the board of directors at their regular January meeting. After approval, changes in the budgeted amounts may only be made by a majority vote of the board of directors.

Section V: Exempt Status

As of this date, September 20, 2006, the Chamber qualifies as a 501 (c) (6) “Recognition of Exemption” status by the Internal Revenue Service. The Treasurer shall submit reports as required by the IRS and the State of Michigan to maintain the proper exempt status.

The Chamber shall remain as a tax-exempt organization until such time as disolutionment shall occur.

The Chamber may, upon request, donate to other non-profit organizations by a vote of the Board of Directors. Individuals requesting donations from the Chamber may apply to those non-profit organizations.

ARTICLE IX
PARLIAMENTARY AUTHORITY

Section I: Roberts Rules of Order

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure, when such rules are not inconsistent with the articles of incorporation or bylaws of the chamber.

ARTICLE X
DISSOLUTIONMENT

Section I: Procedure

The chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said 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 board of directors as defined in IRS section 501 (a).

ARTICLE XI
AMENDMENTS

Section I: Procedure

These bylaws may be amended or altered by a majority vote of the members at any regular or special meeting or by mail ballot, providing the notice for the voting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted: November 7, 2006

Amended: November 7, 2006