

CASS CITY
CHAMBER OF COMMERCE
BYLAWS

Revised and adopted October 31st, 2017

ARTICLE I
General

Section 1: Name

This organization is incorporated under the laws of the State of Michigan and shall be known as the Cass City Chamber of Commerce Incorporated.

Section 2: Purpose

The Cass City Chamber of Commerce is organized to advance the general welfare and prosperity of the Cass City Area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

Section 3: Area

The Cass City Area shall mean to include the Village of Cass City and the surrounding areas.

Section 4: Limitation of Methods

The Cass City Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501©(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: Membership

Applicants should contact the Chamber administrator for a business profile and dues schedule. Membership will be accepted upon completion of the profile and payment of dues.

Section 3: Dues

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination

Membership termination results from failure to pay annual dues or from conduct prejudicial to the aims or reputation of the Chamber.

Section 5: Voting

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

ARTICLE III *Meetings*

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with the State law, shall be held during the month of February each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2: Additional Meetings (General membership, Board and committee meetings.)

General meetings of the Chamber may be called by the President at any time, or upon petition in writing of any 10 members in good standing: a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the President or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting; c) Committee meetings may be called at any time by the President, Vice President, or by the committee's chairman.

Section 3: Quorums

At any duly called general meeting of the Chamber, 1/3 of the members shall constitute a quorum; at a Board meeting, a majority of directors shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Written notice of all chamber meetings should be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes should be prepared for all meetings.

ARTICLE IV
Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of a minimum of 12 members, (one third) of whom shall be elected annually to serve for three (3) years, 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 2: Selection and Election of Directors

Request for nominations will be distributed during the month of January. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. A complete ballot will go out during the month of February

Section 3: Seating of Directors

All newly-elected Board members shall be seated at the regular monthly Board meeting immediately following the annual meeting scheduled during the month of February.

Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies of the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 5: Management

The Board of Directors shall hire an Administrator (or appropriate title) and shall determine an annual salary and other considerations required of this position.

Section 6: Indemnification

The Chamber may, by resolution of the Board of Directors, provide a indemnification by the chamber of any and all current or former officers, directors and

employees 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 officers, directors or employees of the Chamber, except in relation to matters as to which such individuals 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 of misconduct.

ARTICLE V *Officers*

Section 1: Determination of Officers

The Board of Directors at its regular monthly meeting following the annual meeting, held in the month of February, shall reorganize for the coming year. The Board shall elect the President, Vice President, Secretary, and Treasurer from within its membership at this meeting. All officers shall take office immediately and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

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 membership and Board of Directors.
- B. Vice President. The duties of the Vice President shall be such as the title by general usage would indicate, and such as required by law. The Vice President shall oversee projects, programs, committees and services, provide monthly reports to board on activities, assist in developing and managing an annual budget. ;
- 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 institution, or invested in a manner approved by the Board of Directors. Checks for deposit can be signed by the administrator or treasurer. Checks for payment must be signed by two parties, which consist of -Vice President, Treasurer, or Secretary. ; The Treasurer shall cause a monthly financial report to be made to the Board.
- D. Secretary. The Secretary shall keep the minutes of the Board meetings, and shall keep such other records as the Board of Directors may require, and shall perform such other duties as may be required of the Corporation-Secretary by the Statues of the State of Michigan.

Section 3: Indemnification

The chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all its officers or former officers as spelled out in Article IV, Section 6 of these bylaws.

ARTICLE VI
Committees

Section 1: Appointment and Authority

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority

No action by any 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.

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 wise to discontinue the committees.

ARTICLE VII
Finances

Section 1: Funds

All money paid to the chamber shall be allocated for the purpose it was raised.

All other funds shall be placed in the general operating fund.

Section 2: Fiscal Year

The fiscal year of the chamber shall close on December 31st.

Section 3: Budget

A budget shall be adopted prior to the fiscal year end.

Section 4: Annual Review

The accounts of the Chamber of Commerce shall be reviewed annually as of the close of business on December 31st by the Board.

ARTICLE VIII *Dissolution*

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall insure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to a local governmental entitee.

ARTICLE IX

Section 1: Parliamentary Authority

The current edition of *Roberts Rules of Order* 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 X *Amendments*

Section1: Revision

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the member at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alternation 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 to be acted upon.