

Bylaws of The Greater Romeo-Washington Area Chamber of Commerce

Article I ***General***

Section 1. Name: This organization is incorporated under the laws of the State of Michigan and shall be known as Greater Romeo-Washington Area Chamber of Commerce.

Section 2. Purpose: The Greater Romeo-Washington Area Chamber of Commerce is organized to achieve the objectives of:

- a) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of the businessman and a concern for his problems; creating a more intelligent business and public opinion regarding local, county, state and national legislative and political affairs; preventing controversies which are detrimental to expansion and growth of business and the community or adjusting them if they arise; and creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business; and such other activities as may be deemed appropriate by the board of directors.
- b) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the programs of a civic, social and cultural nature which are designed to discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 3. Area: The Greater Romeo-Washington area or economic region shall mean to include the Villages of Armada & Romeo and the Townships of Armada, Bruce, Ray and Washington, and such other areas as may be deemed appropriate by the board of directors.

Section 4. Limitation of Methods: The Chamber shall be non-profit, nonpartisan and nonsectarian.

- a) The Greater Romeo-Washington Chamber of Commerce 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.
- b) The purpose of this organization is to provide educational and informational benefits to its members. It may organize a public meeting or forum for the presentation and discussion of public issues, but shall not endorse any candidate for appointment or election to public office or to adopt any public legislative bill or proposal. Amended 12-2003

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: Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The election of members shall be by the board of directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

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 annually, semi-annually or quarterly in advance.

Section 4. Termination:

- a) Any member may resign from the Chamber upon written request to the board of directors.
- b) Any member shall be expelled by the board of directors by a two-third vote for non-payment of dues after 90 days from the date due, unless otherwise extended for good cause.
- c) Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5. Voting: Each member person, firm, partnership, association, corporation or estate shall be entitled to cast one vote.

Section 6. Exercise of Privileges: Any firm, association, corporation, partnership or estate holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nomination upon written notice.

Section 7. Orientation: At regular intervals, orientation for the purposes and activities of the organization shall be conducted for the following groups: New directors, officers and directors, committee chairmen, committees and new members.

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 board of directors shall confer or revoke honorary membership by a majority vote. Honorary membership shall be for a term of one year.

Article III
Meetings

Section 1. The board of directors will meet on a regularly scheduled basis, at least once a month.

Section 2. The board of directors shall provide for holding membership meetings whenever it may be considered necessary or desirable.

Section 3. The board of directors shall call a membership meeting upon written petition of 10% of the membership.

Section 4. The annual meeting of the Chamber shall be held not later than the month of December.

Section 5. At all membership meetings 5 % of the membership shall constitute a quorum.

Section 6. All members shall be notified in writing of meetings at least five days in advance of said meeting.

Section 7. The chamber shall allow for the operation of an Ambassador Club, which will be composed of members in good standing of the chamber. This Club shall assist in the orientation of new members, mixers and other chamber activities, but its members will not be bound by attendance requirements at the board of director meetings.

Article IV ***Board of Directors***

Section 1. Composition of the board: The board of directors shall be composed of thirteen (13) members and two (2) alternates. The board of directors shall require that those alternates be actively involved in the Ambassador Club or as committee members. Alternates do not have voting rights unless they are appointed to fill a vacancy on the board. Current board members have the option of running for another elected board of directors position at the end of each 3 year term during the regular annual meeting. Amended 08-2007

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: At the regular September board meeting, the president shall appoint a nominating committee of 3 members of the chamber. The president shall designate the chairman. Pre-orientation shall be a requirement. As the committee nominates candidates to fill vacancies on the board, committee chairman shall orient candidates of their commitment to the chamber and the time element involved prior to candidate accepting nomination.

Prior to October 15, the nominating committee shall present to the board of directors a slate of candidates to serve three-year terms, to replace the directors whose regular terms are expiring and/or not running for reelection for an additional term. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship.

No later than November 15, the board of directors shall advise the membership of the slate of candidates recommended by the nominating committee and advise them that further nominations may also be made from the floor of the annual meeting. Amended 12-2003

The election of directors shall be conducted at the annual meeting not later than December, and shall be by ballot. The number of nominees receiving the highest votes corresponding to the number of vacancies to be filled shall be considered elected. In the event of a tie, the board of directors will accept a 14th director and carry said director for a term of three years. Amended 12-2003

Section 3. Judges: The president shall select judges who are not candidates to supervise the election. All judges, so selected, must be approved by the board of directors.

Section 4. Seating of New Directors: All newly elected board members shall be seated at the regular January meeting and shall be participating members thereafter.

Section 5. Vacancies: A member of the board of directors who is absent from three unexcused consecutive regular board meetings in a one year period of time shall automatically be dropped from the board of directors, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. Vacancies on the board of directors shall be filled by the alternate receiving the highest votes at the annual meeting first or in the event of no alternates, may be appointed by the board of directors.

Amended 08-2007

Vacancies on the board of directors shall be filled by the board of directors by a majority vote.

Amended 12-2003

Section 6. Meetings: The board of directors shall meet at least once a month, unless specified in writing 10 days prior to a scheduled meeting. Amended 12-2003

Section 7. Quorum: No less than 7 members of the board of directors present at any regular meeting shall constitute a quorum. Amended 12-2003

Section 8. Policy: The board of directors is responsible for formulating the policies of the organization.

Section 9. Voting: The board of directors shall have the opportunity to vote on policy, procedure, amendments & election of officers and/or directors and any other matters deemed necessary by the President by means of written, electronic or facsimile communication. Added 8-2007

Section 10. Management: The board of directors shall employ an Executive Director and shall fix his or her salary and other considerations of employment. The Executive Director shall serve at the direction and with the guidance of the president and the board of directors. Amended 8-2007

Section 11. Board of Directors Liability: A volunteer director or officer shall have no personal liability to the Greater Romeo-Washington Chamber of Commerce or its members for monetary damages for breach of such director's or officer's fiduciary duty except in the case of the following: A. A breach of the directors or officer's duty of loyalty to the organization or its members. B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law. C. A transaction from which the director or officer derived an improper personal benefit. D. An act or omission that is grossly negligent. Amended 12-2007

The Greater Romeo-Washington Chamber of Commerce shall assume liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the effective date of the adoption of this provisions if all of the following are met: A. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority. B. The volunteer was acting in good faith. C. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct. D. The volunteer's conduct was not an intentional tort. E. The volunteer's conduct was not a tort rising out of the ownership, maintenance, or use of a motor vehicle. Amended 12-2007

Article V *Officers*

Section 1. Determination of officers: At the January meeting following the annual election, the directors shall meet and elect officers for the coming year. At this meeting, the board shall elect a president, president-elect, and treasurer. Officers will be elected from members of the board and will assume office immediately following the election for a term of one year (and they shall be voting members of the board of directors). Amended 12-2003

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 board of directors. Amended 12-2004

- b) **President-Elect:** The president-elect shall exercise the powers and authority and perform the duties of the president in the absence or disability of the president. The president-elect shall assist the president in all duties and shall assume the duties of the president upon the completion of the presidents' term of office or any vacancy in the office of president. The president-elect shall be nominated by the board of directors in January and shall be introduced at the annual meeting the following December of that year. The president-elect will be responsible for determining that the program activities of the chamber are of such duration as is required, at all times being alert to assure that the activities of the chamber are directed toward achieving business and community needs in the area served by the chamber. Amended 12-2003
- 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 board of directors. Checks are to be signed by two individuals authorized by the board of directors. The treasurer shall cause a monthly financial report to be made to the board, and will prepare the annual budget for the chamber. Amended 12-2004
- d) **Immediate Past President:** The immediate past president of the board of directors shall serve the following year on the board of directors in the event that his term of office on the board is expiring. This will create an additional seat on the board of directors in some years. In the event of a vacancy for any reason, this particular seat would not be filled for the unexpired portion of the term. The immediate past president shall be entitled to cast one (1) vote. Amended 12-2003
- e) **Executive Director:** The Executive Director shall be a paid non-voting position appointed by the board of directors. Such an appointment shall be subject to an annual review. The Executive Director shall be responsible for the operation of the chamber's office. The Executive Director shall conduct all daily business regarding the chamber office, shall preserve and maintain all books, documents, and communications, shall receive and disburse the funds of the chamber subject to authorization of the board and through the treasurer, further shall maintain an accurate record and/or transcript of all meetings conducted by, or on behalf of the Greater Romeo-Washington Chamber of Commerce including, but not limited to, board of directors meetings and separate committee meetings. The Executive Director shall submit an accurate report at each meeting of the board and annual meeting. At the termination of the Executive Director, he/she shall deliver to the board of directors all papers, books, record, and any other property of the chamber. Amended 12-2003

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. He may appoint such ad hoc committees and their chairmen, as he deems necessary to carry out the program of the chamber.

It shall be the function of each committee to make investigations, conduct studies and hearings, 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: Money paid to the chamber shall be placed in a general operating fund. The board of directors shall exercise prudence in using funds in the account to achieve the goals of the chamber as established in these bylaws. Funds restricted by a donor shall be segregated as such in the books and records in the chamber. Amended 12-2003

Section 2. Disbursements: Disbursements on accounts and expenses shall be made according to procedures approved by the board of directors. Disbursements shall be made by check by the Executive Director or in cash from a petty cash fund within limits established by the board. Amended 12-2003

Section 3. Fiscal Year: The fiscal year of the chamber shall close on December 31.

Section 4. Budget: As soon as possible after the election of the new board of directors and officers, the treasurer will present a proposed budget for the coming fiscal year to the board. The proposed budget shall be reviewed and changed if necessary, and approved prior to the commencement of each fiscal year.

Section 5. Annual Accounting: Reviewed financial statements of the chamber of commerce shall be prepared annually as of the close of business on December 31st by a Certified Public Accountant. Tax returns as required by federal, state, or local authorities shall also be prepared. Copies of financial statements and tax returns shall be made available to the members of the organization within the offices of the chamber after May 31 of the following year. Amended 12-2003

Article VIII *Dissolution*

Section 1. Procedure: The chamber shall use its funds only to accomplish the objects 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 the benefit of the Village of Romeo and Townships of Washington, Bruce and Ray on equal basis.

Article IX *Procedure*

Section 1. Parliamentary Authority: 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 charter bylaws of the chamber.

Article X *Amendments*

Section 1. These bylaws will be reviewed annually by a bylaws committee and any changes deemed appropriate will be presented to the board of directors not later than 30 days prior to the annual meeting.

These bylaws may be amended or altered by a two-thirds vote of those present at any regular or special meeting of the chamber provided notice of the proposed changes shall have been mailed to each member not less than ten days prior to such meeting.