

STANDISH AREA CHAMBER OF COMMERCE

By-Laws

As Amended February 27, 2018

ARTICLE I: GENERAL

Section 1. NAME

This organization is incorporated under the laws under the State of Michigan and shall be known as the Standish Area Chamber of Commerce, hereafter referred to as the Chamber.

Section 2. OBJECT

The Chamber is organized for the purpose of advancing the commercial, industrial, civic, and general interests of Arenac County and its trade area: to encourage the growth of existing industries and businesses, while giving assistance to any new firms or individuals seeking to relocate to or within the Arenac County area: to support all activities believed to be beneficial to the community and area: and in general, to promote the welfare of all area citizens, following always those policies intended to accomplish the greatest good for the greatest number.

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 (3) (C) of the Internal Revenue Code.

ARTICLE II: MEMBERSHIP

Section 1. ELIGIBILITY

Any business firm, individual, association, corporation, partnership, or estate having an interest in the above objective shall be eligible to apply for membership.

Section 2. ADMISSION TO MEMBERSHIP

Application to membership shall be in writing on the forms specified. Applications will be submitted to the Membership Committee for their recommendations and to the Board of Directors for their final approval. Memberships approved by the Board will begin upon payment of the prescribed membership investment.

Section 3. DUES

Membership dues shall be at such rates or schedules as may be prescribed by the Board of Directors, payable annually.

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-thirds vote for non-payment of dues after ninety (90) days from due date, unless otherwise extended for good cause.

- C. Any member may be expelled for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber by a two-thirds vote of the Board of Directors, after notice and opportunity for a hearing before the Board of Directors has been extended to the offending member.
- D. In the event of death of a member, the Board of Directors shall terminate membership unless the next of kin or successors of the member(s) request the membership be assigned to some other person. In the event of change of ownership of a firm, the Board of Directors may grant transfer of membership without additional fee for the balance of the calendar year.

Section 5. EXERCISES OF PRIVILEGES

Any firm, association, corporation, partnership, or estate holding membership may designate or nominate an individual, partnership, or corporation who desires to exercise the privileges of membership covered by its subscription.

Section 6. ORIENTATION

Annually, all members of the Board of Directors, Committee Chairmen, Committee Personnel, and Staff shall participate in an orientation program outlining their prospective duties prior to assuming their duties. Every effort will be made to orient new members regarding the aims, objectives, and work program of the Chamber. This training will be the responsibility of the Chamber President or persons designated by the President.

Section 7. HONORARY MEMBERSHIP

The Board of Directors by two-thirds majority vote may confer Honorary Membership upon any person or persons judged eligible for this distinction. An Honorary Membership shall have all the privileges of active membership, along with directory advertising for either individual or business, except that of holding office and the right to vote. Honorary Membership shall be exempt from payment of dues.

ARTICLE III: VOTING BY MEMBERS

Section 1. VOTING RESTRICTIONS

Every member of the Chamber, in good standing, is entitled to one (1) vote in any election, referendum, or membership meeting. Voting by proxy shall not be permitted except in the case of illness or as approved by the Board. Voting may be completed via email submissions.

SECTION IV: ELECTION OF DIRECTORS

Section 1. BOARD OF DIRECTORS

The government of the Chamber shall be vested in a Board of Directors consisting of:

- A. At least seven (7) Directors, elected by the membership at large to serve for three (3) year terms. At least three (3) shall be elected each year.
- B. The Board of Directors, by two-thirds majority vote, may elect a person or persons from other organizations in Arenac County to serve as members ex-officio. Such members shall be entitled to all the privileges enjoyed by a member of the Board of Directors, except the right to vote.

- C. A nominating committee shall be appointed by the President for the purpose of recommending nominees to fill vacancies on the Board of Directors. This Committee shall select a slate of candidates for nomination for directorship. This slate will be at least equal in number to the directors to be elected; plus any additional names presented by petition within each business classification.
- D. Election ballots shall be distributed to voting members during the Annual Meeting.
- E. Provisions will be made on the ballots for nominations not listed. Such nominees must be members in good standing of the Chamber.
- F. Officers of the Board of Directors shall be elected at the next regular Board Meeting by members of the Board of Directors.

ARTICLE V: VACANCIES

- A. Vacancies on the Board of Directors shall be filled by appointment by the President for the unexpired term. Appointment must be approved by the Board.
- B. Resignation from any office, committee chairmanship, or otherwise shall be by a letter addressed to the Chamber.
- C. In the event that a Director misses three (3) consecutive or three (3) out of six (6) meetings without justified cause, his/her Directorship may be considered vacant. This must be approved by a two-thirds majority vote of the Board.

ARTICLE VI: OFFICERS & MANAGEMENT OF THE CHAMBER

Officers of the Board of Directors shall be a President, Vice-President, Secretary and a Treasurer.

Section 1. President

The President shall be a member of the Board of Directors with all the voting privileges and responsibilities of all Board Members. He/She shall vote at the Board of Directors Meetings and shall reside at such meetings, and at the Annual Membership Meeting.

Section 2. Vice-President

The Vice-President shall be a member of the Board of Directors and Chairperson of the Finance Committee. He/She shall be the technical assistant to the President, performing duties of the President, in the absence of that officer. He/She shall appoint all standing committees. He/She shall be an ex-officio member of all committees. (He/She may appoint special committees as he/she feels are required). Vice-President to have a first option to advance by rotation into President's position at end of term.

Section 3. Treasurer

The Treasurer shall be a member of the Board of Directors. He/She shall be the technical custodian for the management of all funds of the Chamber, corporation assets, securities, and all monies. He/She shall manage billings and collection of membership dues, monies from administrative projects, and the distribution of Chamber money for payment of bills and obligations. As Treasurer, he/she shall attend all the Board and General Membership Meetings. All monies shall be deposited in a bank depository approved by the Board of Directors. All disbursements shall be made by check. The Board may require counter signatures. He/She shall submit a Treasurer's Report and Financial Report to the Board, at the Board Meeting.

Section 4. Secretary

The Secretary shall be appointed by the Board of Directors and is required to be a member or a Director. As Secretary, he/she shall be chief administrator of the Chamber. He/She shall account directly to the President of the Chamber. He/She shall supervise all the various administrative projects operated by the Chamber. The care and custody of all the books, membership records, papers and files of the Chamber are under his/her supervision. Permanent files of accurate membership lists, dues, organizational documents, committee appointments, reports, correspondence, administrative projects, and the history of the Chamber shall be kept under his/her supervision providing, however, he/she may periodically clear such files of correspondence and date of no historical or organizational benefit.

As Secretary, he/she shall be responsible for working with committees of the Chamber and obtaining from them committee reports to be compiled for use by the Chamber and any recommendations submitted to the Board. He/She will responsible to prepare the monthly newsletter and the publication of such. He/She shall be responsible for taking minutes at each Board Meeting and/or Special Meetings. He/She will compile and maintain business and industry listings and directories. He/She will be responsible for maintaining promotional and map racks. He/She will be responsible for maintaining scheduled office hours, distributing mail, and answering all correspondence. He/She will cooperate with all outside vendors.

ARTICLE VII: COMMITTEES

Section 1. Standing Committee

The President shall make the appointment of Chairperson for each committee.

Section 2. Special Committees

Committee Chairperson Description: Present proposed budget to Finance Committee and Full Board for approval before events. Responsible to appoint all committee members and reporting to the Full Board and submitting information for the newsletter on a timely basis. Submit a written report and final budget to the full Board on each event with a copy to the "Event File". To carry out projects and objectives of the Chamber, these committees may be appointed, subject to Board approval.

ARTICLE VIII. TIME NOTICES & QUORUM

Section 1.

The annual Business Meeting for the members shall be held each year on a date to be specified by the Board. A notice of the date of the meeting shall be sent to each member at least two (2) weeks prior to the meeting. Those present at the meeting shall constitute a quorum. The President shall report on the activities, financial standing, and other appropriate business. Any member present shall be given the opportunity to be heard.

Section 2.

The Board of Directors will have one (1) meeting per month and shall meet monthly at a location selected by the President.

Section 3.

A Special Meeting of the Board of Directors may be called at any time by the President, or by at least three (3) or more Directors, under proper notification, stating the purpose of the meeting.

Section 4.

At all meetings of the Board, at least 50% of Directors shall constitute a quorum.

Section 5.

The fiscal year shall end on the 31st day of December of each year.

ARTICLE IX: DIVISIONS, BUREAUS, & AFFILIATED ORGANIZATIONS

Section 1.

The Board of Directors may create such divisions and administrative bureaus as it deems advisable to handle the various phases of work of the Chamber.

Section 2.

No divisions or bureau or any member thereof shall contract any debt which shall be in any manner or to any extent rendered the Chamber liable for the payment of any sum, unless the commitment has been approved by the Board.

Section 3.

The Board of Directors shall authorize and define the powers and duties of the divisions, as they relate to the Chamber.

ARTICLE X: AUDIT

An independent accountant, at the end of each fiscal year, may audit the books of the Chamber once a year.

ARTICLE XI: DISSOLUTION

The Chamber shall use its funds only to accomplish the object and purposes specified in these By-Laws, and no part of said funds shall inure or be distributed to the members of the Chamber. On dissolution of the Chamber, all assets, real or personal property will revert to the benefit of the county government.

ARTICLE XII. AMENDMENTS

Section 1.

These By-Laws may be amended by an affirmative vote of two-thirds majority of the Board, or by a two-thirds vote of members present at any regular or Special Meeting of the Chamber called for that purpose.

Section 2.

Dates of amendments in the By-Laws shall be made part of the official By-Laws of the Chamber. The Directors, officers, and members shall be notified of the change either by mail, newspaper, or the regular Chamber bulletin.

ARTICLE XIII ENACTMENTS & COPIES OF BU-LAWS

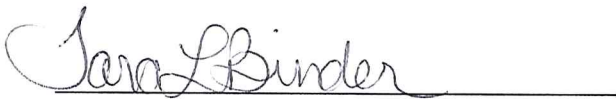
Section 1.


These By-Laws shall be effective immediately following their adoption by a two-thirds majority vote of the Board.

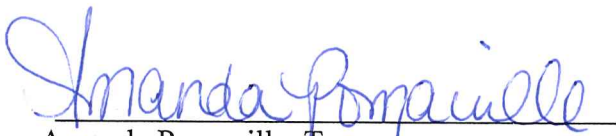
Section 2.

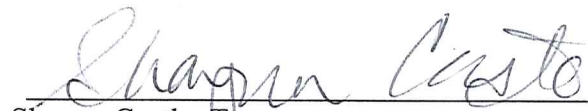
Copies of the By-Laws shall be furnished to each member of the Board, all of the officers, inserted inn all the committee books, furnished to any member upon request.

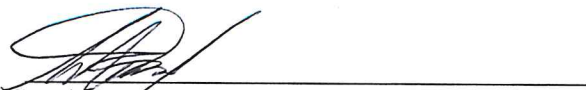
On February 27, 2018, these full amended By-Laws were duly approved and passed by a two-thirds majority vote of the Board of Directors of the Standish Area Chamber of Commerce.


Tara Binder, President / Secretary


Timothy Dixon, Trustee


Amanda Pomaville, Treasurer


Shayna Castle, Trustee


Stephen Kolaja, Trustee