

# MONROE COUNTY CHAMBER OF COMMERCE, INC. BYLAWS

## ARTICLE 1: General

### Section 1: Name

This organization is incorporated under the laws of the State of Michigan and shall be known as the Monroe County Chamber of Commerce, Incorporated and is designated as a 501(c)(6) entity by the Internal Revenue Service.

### Section 2: Purpose

The mission of the Monroe County Chamber of Commerce is to be a resource that promotes, educates and assists in the growth of and success of Businesses in Monroe County, Michigan.

### Section 3: Area

The Monroe Chamber of Commerce serves all businesses within the boundaries of Monroe County and those who include Monroe County in their service territory.

### Section 4: Limitation of Methods

The Monroe County Chamber of Commerce shall abide by the local, state and national laws that apply to a non-profit as defined in Section 501(c)(6) of the Internal Revenue Code.

## ARTICLE II: Membership

### Section 1: Eligibility

Any business, unit of government or not for profit entity sharing in the interests of the organization shall be eligible to apply for membership, unless they previously owed The Chamber money and failed to pay.

### Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant so elected shall become a member upon payment of the regularly scheduled investment and ratification by the Board of Directors as provided in Section 3 of Article II. Membership is automatically renewed upon timely payment of dues.

### Section 3: Investments

Membership Investment schedule will be determined by the Board of Directors, and is payable in advance.

### Section 4: Termination *(Resignation, expulsion and delinquency.)*

- A. Any member may resign from The Chamber upon written request to the Board of Directors.

- B. Any membership may be terminated by the Board of Directors by a two-thirds vote of directors present if dues or fees owing remain delinquent for longer than ninety (90) days, unless otherwise extended for good cause.
- C. Any membership may be terminated by a two-thirds vote of the directors present at any Board of Directors meeting thereof, for conduct unbecoming a member or prejudicial to the goals and reputation of The Chamber. In this instance, the member would be notified of the reason for the proposed termination, and be afforded the opportunity for a hearing.

### **Section 5: Membership Definitions and Voting Rights**

Membership - A member of The Chamber of Commerce shall be the business entity, unit of government or not for profit paying the appropriate membership investment.

- A. Member Representative - Contact person designated by member businesses to be involved in The Chamber of Commerce.
- B. Voting - In any proceeding in which voting by members is called for, each business entity shall be entitled to a number of votes determined by the amount of investment last paid divided by the current minimum investment level, not to exceed ten (10) votes.

### **Section 6: Non-Assignability**

Membership in The Chamber shall not be assigned or otherwise transferred without consent from Board of Directors.

### **Section 7: Orientation**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors, committee chairpersons, committee members and new members.

### **Section 8: Honorary Membership**

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

## **ARTICLE III: Membership Meetings**

### **Section 1: Annual Meeting**

The annual meeting of The Chamber shall be held during the first quarter of each fiscal 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**

- A. General meetings of The Chamber membership may be called by the Chairperson of the Board at any time, or upon petition in writing of ten percent (10%) of members in good standing. Notice of special general membership meetings shall be mailed to each member at least five (5) days prior to such meetings.

- B. Board meetings may be called by the Chairperson of the Board 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 Chairperson of the Board or by the committee's Chairperson.

### **Section 3: Quorums**

At any duly called general membership meeting of The Chamber, 10 percent (10%) of current membership 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 The Chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

## **ARTICLE IV: Board of Directors**

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

- A. The Board of Directors shall be composed of 14 directors, which includes The Chamber Executive Director, who shall serve as an ex-officio voting member. The only exception may be when the Immediate Past Chairperson of the Board shall have served his/her term as Chairperson of the Board during his/her third year as a member of the Board, in which case he/she shall remain a voting member of the Board for one additional year, thus causing the members of the Board to number fifteen (15). Board Members equal to number of vacant or available seats shall be elected annually to serve for three (3) years or until their successors are elected and have qualified. Shall a Board of Directors vacancy occur, the Chairperson of the Board shall appoint a member to serve all of or any portion of the remaining unexpired term(s). Said appointment is subject to full Board approval.
- B. Conflict of Interest Clause - Board members who have economic or personal conflict of interest shall not vote on the particular matter on which the conflict exists.
- C. Diversity - The Board members shall represent a wide variety of member businesses and industry sectors. The nominating committee should take into consideration the need for a diverse representation of the membership.

### **Section 2: Powers & Duties**

The governance 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.

- A. There shall be no more than one (1) Board representative from any member.
- B. The Board of Directors is responsible for fiscal integrity and formulation of and adherence to policies of the organization. These policies shall be maintained in The

Chamber Handbook, to be reviewed periodically by The Chamber of Commerce Executive Director and revised as necessary.

- C. The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment, including an annual performance evaluation within 90 days of fiscal year end.

### **Section 3: Selection and Election of Directors**

- A. **Nominating Committee.** The Chairperson of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of not less than 5 members of The Chamber. The Chairperson of the Board shall designate the Chairperson of the committee.
- B. **Selection Process.** Prior to the September Board of Directors meeting the Nominating Committee shall present to the Executive Committee a slate of candidates equal to the number of vacant or available seats to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be representing an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.
- C. **Election.** The Board of Directors will act on slate presented no later than September 30.
- D. **Publicity of Nominations.** Upon approval of the Board of Directors, the Executive Director shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.
- E. **Nominations by Petition.** Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 10 percent (10%) of 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 petition(s) shall be final.
- F. **Determination.** If no petition is filed within the designated period, the nominations shall be closed. Board members shall be declared elected by the Board of Directors at their next regular Board meeting.  
If a petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the nominated slate equivalent to the number of vacant or available seats. The Executive Director shall mail this ballot to all active members at least 15 days before the regular December Board meeting.  
The ballots shall be marked in accordance with instructions printed on the ballot and returned to The Chamber office within ten days. The Board of Directors shall at its next regular Board meeting declare the candidates with the greatest number of votes elected.
- G. **Judges.** In the Event of a write-in candidate the Chairperson of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for

election. One will be designated Chairperson. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

#### **Section 4: Seating of New Directors**

All newly-elected and appointed Board members shall be seated at the January regular Board meeting and shall be participating directors thereafter. Retiring directors shall continue to serve until new directors are seated.

#### **Section 5: Attendance Policy**

A member of the Board of Directors 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.

#### **Section 6: Policy**

The Board of Directors is responsible for formulating and adopting all policies of the organization. These policies shall be maintained in the Chamber Handbook, to be reviewed annually by Executive Director and revised by Board of Directors as necessary.

**Section 7: Business Affiliation.** Members of the Board of Directors must be employed by a Chamber of Commerce member to maintain their seat on the Board of Directors. Interrupted employment will not automatically terminate the Board seat. Board members who become unemployed may maintain their seat on the Board for up to three (3) months while seeking new employment, if so approved by the Executive Committee in response to a written request by the Board member. If the Board director ceases to work for a member after three (3) months, he/she must vacate their Board Position.

**Section 8: Responsibilities.** Board members are expected to provide direction, fiscal accountability and proper leadership of the organization. They are also encouraged to attend as many Chamber of Commerce functions as possible.

#### **Section 9: Indemnification**

Subject to all of the other provisions of this article, The Chamber shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of The Chamber). Such indemnification shall apply only to a person who was or is a director or officer of The Chamber, or who was or is serving at the request of The Chamber as a director, officer, partner, trustee, employee, or agent, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of The Chamber or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere*

or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of The Chamber or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to this section, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this section. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in this section may be paid by The Chamber in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured. The indemnification provided in this section continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person. If there are any changes in the Michigan statutory provisions applicable to The Chamber and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits The Chamber to provide broader indemnification rights than the provisions permitted The Chamber to provide before the change.

## **ARTICLE V: Officers**

### **Section 1: Election of Officers**

The Nominating Committee shall create a slate of nominees for the offices of Chairperson, Chairperson-Elect and Treasurer. This slate shall be presented to the Board of Directors no later than September 30<sup>th</sup>, along with the slate of directors. Nominees shall be members of the Board of Directors for the fiscal year in which they will serve. In addition to the Nominees presented by the Executive Committee, nominees will be accepted from the floor. Directors present will vote by secret ballot should there be a contest. Officers shall take office on the first day of January and serve until the last day of December.

### **Section 2: Duties of Officers**

- A. **Chairperson of the Board.** The Chairperson 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.
- B. **Chairperson-elect.** The Chairperson-Elect shall exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson.
- C. **Committee Chairpersons.** The duties of the Committee Chairperson shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairperson and Board of Directors. They will also have under their immediate jurisdiction all activities pertaining to their respective committees.
- D. **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 member financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the Executive Director

or, in the absence of either or both, by any two Executive Committee members. The Treasurer shall present a monthly financial report to the Board of Directors.

- E. **Executive Director.** The Executive Director shall be the chief administrative and operating officer. The Executive Director shall serve as secretary to the Board of Directors, and assumes responsibility for preparing agendas and minutes of meetings of the Board.

The Executive Director shall serve as advisor to the Chairperson of the Board and the Executive Committee on program planning, shall assemble information and prepare special reports when appropriate.

The Executive Director shall be a voting member of the Board of Directors, the Executive Committee and direct staff participation on all committees.

With assistance of the Committee Chairpersons, the Executive Director shall be responsible for administration of the business plan in accordance with the policies and regulations of the Board of Directors.

The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees without exception, thereby having full administrative responsibilities without prejudice.

With the cooperation of the Executive Committee, Business Plan Committee and Budget Committee, the Executive Director shall be responsible for the preparation of an operating budget covering all activities of The Chamber, subject to approval of the Board of Directors. The Executive Director shall also be responsible for all expenditures with approved budget allocations.

### **Section 3: Executive Committee**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board and report on all actions taken. It shall be composed of the Chairperson of the Board, Past Chairperson, Chairperson-elect, Treasurer and the Executive Director. The Chairperson of the Board will serve as Chairperson of the Executive Committee.

## **ARTICLE VI: Committees and Divisions**

### **Section 1: Appointment and Authority**

The Chairperson of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. The Chairperson of the Board may appoint such ad hoc committees and their chairpersons as deemed necessary to carry out the program of The Chamber.

Committee appointments shall be at the will and pleasure of the Chairperson of the Board and shall serve concurrent with the term of the appointing Chairperson of the Board, unless a different term is approved by the Board of Directors.

Committees and their respective Chairpersons shall operate in coordination with the timing of The Chamber's fiscal year calendar year concurrent with Chairperson of the Board. New Committees will be appointed each January, with activity culminating on or before December 31.

It shall be the function of committees 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.

### **Section 3: Divisions**

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of The Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of The Chamber, unless approved by the Board of Directors.

## **ARTICLE VII: Finances**

### **Section 1: Funds**

All money paid to The Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be reflected in the fund balance.

### **Section 2: Disbursements**

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check or electronic funds transfer.

### **Section 3: Fiscal Year**

The fiscal year of The Chamber shall close on December 31. The Chamber's administrative and program year shall be aligned with its fiscal year.

### **Section 4: Budget**

As soon as possible after election of the new Board of Directors and officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board for approval.

### **Section 5: Financial Audit**



The accounts of The Chamber of Commerce shall only be audited at the request of the Executive Committee by a Certified Public Accountant. The audit shall at all times be available to members of the organization within the offices of The Chamber.

## **ARTICLE VIII: 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 said funds shall inure, or be distributed, to the members of The Chamber. Upon dissolution of the Monroe County Chamber of Commerce all remaining assets, including real and personal property, will revert to the County of Monroe.

## **ARTICLE IX: Parliamentary Authority**

### **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 Articles of Incorporation or By-Laws of The Chamber.

## **ARTICLE X: Amendments**

### **Section 1: Revisions**

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least five (5) days in advance of the meeting at which they are to be acted upon.

## **ARTICLE XI: Resolutions**

### **Section 1: Perpetuity**

The Chamber will not enter into any relationship or agreement for the purpose of perpetuity.

By Laws Adopted: January 16, 1997

Amended: June 28, 2005

Amended: January 23, 2007

Amended: May 17, 2007

Amended: March 17, 2015

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**Donald Lieto, Chairperson**

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**Michelle Dugan, Executive Director**