

**B Y L A W S**  
**OF**  
**MICHIGAN WEST COAST CHAMBER OF COMMERCE**

**ARTICLE I**

**Purpose and Powers**

The purpose for which the Michigan West Coast Chamber of Commerce, a Michigan nonprofit corporation (“**Chamber**”), is formed and the powers that it may exercise are set forth in its Articles of Incorporation, as amended.

**ARTICLE II**

**Board of Directors**

**Section 1. Election and Term of Office.** The Chamber’s board of directors consists of those persons elected at the regular annual meeting of directors (“**Board**”). The Chamber President shall serve as a non-voting member of the Board. Directors will hold office for three (3) years. No director may be elected to consecutive terms, *provided, that*, a director that is appointed by the Board to fill a vacancy pursuant to Section 4 may be elected to a new term upon the expiration of his or her predecessor’s term. Notwithstanding the foregoing, (a) a director may hold office for longer than three (3) years without re-election if such director is serving on the Board’s Executive Committee pursuant to Article III below; or (b) the presiding president of Lakeshore Advantage or a representative appointed by Lakeshore Advantage and approved by the Board shall serve as a director on the Board at all times.

**Section 2. Qualifications.** The Board shall determine the number of directors to sit on the Board and may change the number of directors from time to time, however, in no event may the Board consist of less than 15 or more than 25 individuals. Each director shall be a member of the Chamber in good standing or an employee, officer, partner, member, or manager of a member of the Chamber in good standing.

**Section 3. Permanent Ex Officio Participants.** From time to time, the Board may invite one representative appointed by each of the City of Holland, City of Zeeland, Holland Charter Township, Park Township, Zeeland Township, and the Macatawa Area Coordinating Council to attend Board meetings. Such participants shall have no vote on Chamber matters.

**Section 4. Resignation and Removal.** A director may resign by written notice to the Chamber President. If a director is absent from three (3) regular Board meetings in a fiscal year,

the Executive Committee may deem such director to have resigned from the Board. A majority of directors then in office may remove a director from the Board with or without cause.

**Section 5. Vacancies.** Directors then in office may fill a vacancy or newly created position on the Board by majority vote for a specified term or until a successor is elected.

**Section 6. New Directors.** The Chamber Secretary shall provide each new director with current copies of the Articles of Incorporation, bylaws, conflict of interest policy, and other pertinent information regarding the organization and operation of the Chamber.

**Section 7. Powers.** The Board manages the Chamber's business and may exercise all the Chamber's powers.

## ARTICLE III

### Committees

**Section 1. Executive Committee.** The Chamber shall have an Executive Committee that will consist of five (5) directors and be comprised of the Board Chairperson, immediately previous Board Chairperson, the Board's Vice-Chairperson, two (2) other directors, as appointed by the Board at the regular annual Board meeting. The Chamber President will also be a non-voting member of the Executive Committee. Each director serving on the Executive Committee will serve for a maximum of five (5) years; *provided, that*, after serving on the Executive Committee for two (2) years, a director shall be appointed, and accept such appointment, as either the Chairperson or Vice-Chairperson, otherwise such director's term shall be deemed to expire. The Executive Committee shall have and may exercise the powers of the Board in the management of the business affairs and property of the Chamber during the intervals between meetings of the full Board, except that the Executive Committee may not exercise the Board's power to amend the Chamber's Articles of Incorporation, to amend these Bylaws, to appoint directors, to adopt an agreement of merger, or recommend a sale or other dissolution of the Chamber, as specified in Section 528 of the Michigan Nonprofit Corporation Act. Three (3) voting members of the Executive Committee shall constitute a quorum for actions taken by the Executive Committee.

**Section 2. Nominating Committee.** The Executive Committee shall appoint a Nominating Committee for the purpose of nominating candidates for election to the Board. The Nominating Committee shall be comprised of the members of the Executive Committee and two (2) additional directors of the Board. The Nominating Committee serves at the pleasure of the Board and shall have no binding authority on the Board, the Executive Committee, or the Chamber.

**Section 3. Advisory Committees.** The Board may appoint one or more committees to consist in whole or in part of individuals who are not directors. Any such committee serves solely to assist in the conduct of the Chamber's affairs and cannot exercise any of the Board's powers or authority. The resolution that establishes the committee shall state the purpose and functions of the committee, the terms and qualifications of the committee members, and the ways in which the members of the committee are selected and removed.

## ARTICLE IV

### Board Meetings

**Section 1. Regular Meetings.** A regular annual Board meeting shall be held for the purpose of receiving the report of the Chamber for the previous fiscal year as required by Section 901 of the Michigan Nonprofit Corporation Act and transacting any other business, including but not limited to, electing election of directors and appointment of officers. The date and time of any Board meeting shall be determined by the Chairperson, unless such actions are instead taken by written consent as provided for herein. Notice of such regular meetings shall be given to any director.

**Section 2. Special Meeting.** The Chairperson or the President may call a special meeting of the Board at any time upon notice to all directors.

**Section 3. Meeting Notice.** Notice of a regular or special meeting stating the time and place, and purposes of the meeting shall be given to each director by one of the following methods:

(a) by mailing a written notice to such address as the director designates from time to time or, in the absence of designation, to the last known address of the director at least five days before the date set for such meeting;

(b) by personally delivering a written notice to the director at least two days in advance of such meeting;

(c) by orally notifying the director at least two days in advance, either personally or by telephone; or

(d) by electronic transmission to the director at least two days in advance in a manner authorized by the director entitled to the notice.

If the transmitted notice is returned as undeliverable, a different permitted method of notification shall be used

**Section 4. Waiver of Notice of Meetings.** A director's attendance at or participation in a meeting waives notice to the director of the meeting, unless the director at the beginning of the meeting, or when the director arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting. A director may waive any right to notice before or after a meeting.

**Section 5. Quorum.** A majority of the directors constitutes a quorum for the transaction of business. The act of a majority of those directors present at any meeting at which there is a

quorum is the act of the Board, except as provided by law, the Articles of Incorporation, or these bylaws.

**Section 6. Vote Required.** The Board elects directors by a plurality of votes cast. The Board shall authorize all other Board actions by a majority of votes cast.

**Section 7. Voting Rights.** Each director with voting rights present in person at a Board meeting is entitled to one vote.

**Section 8. Conduct of Meetings.** Board meetings shall generally follow accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

**Section 9. Action Without a Meeting.** Unless otherwise provided by the Articles of Incorporation, any action permitted to be taken under authorization voted at a meeting of the Board or a committee of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office or of the committee consent to the action in writing or by electronic transmission. The written consent shall be filed with the minutes of the proceedings of the Board or committee. The consent has the same effect as a vote of the Board or committee for all purposes.

**Section 10. Participation in Meeting by Remote Communication.** A director or a member of a committee may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all individuals who are participating in the meeting can communicate with the other participants. Such participation in a meeting constitutes presence in person at the meeting.

**Section 11. Manifestation of Dissent.** A director who is present at a Board meeting, or at a meeting of a committee of which the director is a member, at which action on a corporate matter is taken is presumed to have concurred in that action taken unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to such action with the person acting as the secretary of the meeting before or promptly after its adjournment. A director who is absent from a meeting of the Board or of a committee of which the director is a member at which any such action is taken is presumed to have concurred in the action unless the director files a written dissent with the secretary of the meeting within a reasonable time after obtaining knowledge of the action.

## ARTICLE V

### Officers

**Section 1. Appointment.** The Board shall appoint a President, Secretary, and Treasurer and from their number a Chairperson and Vice-Chairperson. The Board may also appoint one or more Vice Presidents and other officers and agents that it deems necessary. The Board need not appoint or elect an officer to an office that is already filled and whose term has not expired. The same person may hold two or more offices, but an officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, or these bylaws to be executed, acknowledged, or verified by two or more officers.

**Section 2. Term, Removal, and Vacancies.** An officer holds office until a successor is elected or appointed and qualified, or until the officer's death, resignation, or removal. The Chairperson and Vice-Chairperson shall each serve for a one-year term. The Board may remove an officer with or without cause. An officer may resign by written notice to the Chamber President or Secretary. The resignation is effective upon its receipt by the Chamber or at a later date specified in the notice. The Board shall appoint an individual to fill a vacancy in the office of President, Secretary, Treasurer, or Chairperson and may appoint an individual to fill a vacancy in any other office.

**Section 3. Chairperson and Vice Chairperson of the Board.** The Chairperson of the Board presides when present at all meetings of directors. If the Chairperson is not present at the meeting, the Vice Chairperson presides at such meetings. The Chairperson and Vice Chairperson may have such other duties and have such powers as the Board specifies.

**Section 4. President.** The President is the chief executive officer. The President shall sign bonds, mortgages, and other contracts and agreements on the Chamber's behalf, except when the Board specifies the same to be done by some other officer or agent. The President shall see that all orders and resolutions of the Board are carried into effect and may perform all other duties necessary or appropriate to the office of President. The President shall attend all Board meetings.

**Section 5. Vice Presidents.** The Board may designate one or more Vice Presidents to perform the duties and exercise the authority of the President during the President's absence or disability. Each Vice President may perform other duties that the President assigns or the Board prescribes.

**Section 6. Secretary.** The Secretary shall cause to be recorded and maintained minutes of all meetings of the Board and Board committees. The Secretary shall cause to be given all notices required by law, these bylaws, or resolution of the Board and may perform other duties that the President assigns or the Board prescribes.

**Section 7. Treasurer.** Except as otherwise prescribed by the Board, the Treasurer oversees the custody of the corporate funds and securities; and causes to be kept in books belonging to the Chamber a full and accurate account of all receipts, disbursements, and other financial transactions of the Chamber. The Treasurer may perform other duties that the President assigns

or the Board prescribes.

**Section 8. Other Officers.** The Board may from time to time appoint other officers to perform duties and exercise authority that the President assigns or the Board prescribes.

## ARTICLE VI

### Members

**Section 1. Qualification for Membership.** Members shall prescribe to the purposes of the Chamber and pay the annual dues as prescribed by the Board. Admission to membership in the Chamber does not constitute an endorsement or validation by the Chamber of the business or other practices of a member.

**Section 2. Annual Dues.** The Board shall determine the annual dues of the members. The President may expel a member who has not paid its dues pursuant to the policies established by the Board from time to time.

**Section 3. Membership Advisory Vote.** The Chamber is organized on a directorship basis and such members have no voting rights. The Board may, but is not required to, give members the opportunity to cast a nonbinding advisory vote regarding the election of directors to the Board. Such advisory vote may be submitted by mail, electronic means or in person, in conformity with such additional rules and regulations as the Board may adopt from time to time.

## ARTICLE VII

### Indemnification

**Section 1. Scope of Indemnity.** The Chamber shall indemnify its directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Chamber, by reason of the fact that such person was serving as a director or officer, employee, nondirector volunteer, or agent of the Chamber, to the fullest extent permitted by both the Michigan Nonprofit Corporation Act. The Chamber may indemnify persons who are not directors or officers only to the extent authorized by resolution of the Board of directors or by contractual agreement authorized by the Board of directors. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws that reduces the scope of indemnification does not apply to any action or omission that occurs before the change.

**Section 2. Insurance.** The Chamber may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, nondirector volunteer, or agent of the Chamber or is or was serving at the Chamber's request in any other enterprise against any liability incurred in such capacity.

## **ARTICLE VIII**

### **General Provisions**

**Section 1. Checks.** All Chamber checks or demands for money and notes shall be signed by such persons as the Board designates.

**Section 2. Fiscal Year.** The Chamber's fiscal year is from September 1 to August 31.

**Section 3. Auditing.** An audit by a certified public accountant shall be made following the completion of each fiscal year.

## **ARTICLE IX**

### **Dedication of Assets**

**Section 1. Use of Funds.** The Chamber's funds and property shall be used exclusively for the Chamber's purposes set forth in the Articles of Incorporation. No part of the income or assets of the Chamber may inure to the benefit of any individual or director.

**Section 2. Dissolution and Liquidation.** If the Chamber's purposes fail or if the Chamber ceases to be approved as a tax-exempt organization under the federal Internal Revenue Code, and any such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the Chamber's assets and accumulated income shall be distributed as provided in the Articles of Incorporation.

## **ARTICLE X**

### **Amendments**

The Board may amend these Bylaws only by vote of not less than a majority of directors then in office.