



Gaylord Area

Chamber of Commerce

BUILDING BUSINESS. BUILDING COMMUNITY.

BYLAWS

GAYLORD AREA CHAMBER OF COMMERCE MISSION STATEMENT AND BYLAWS

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GAYLORD AREA CHAMBER OF COMMERCE MISSION STATEMENT

The mission of the Gaylord Area Chamber of Commerce is to support business development of our members for a stronger community.

GAYLORD AREA CHAMBER OF COMMERCE BYLAWS

(Amended and Updated _____)

ARTICLE I-NAME

Section 1: The name of this organization is the *Gaylord Area Chamber of Commerce* with offices in Gaylord, Michigan; known in these Bylaws as the *Chamber*. The Chamber Board of Directors is known in these Bylaws as the *Board of Directors* or simply the *Board*. The Chamber’s Executive Board is known in these Bylaws as the *Executive Board*.

ARTICLE II-PURPOSE

Section 1: The Chamber is organized for the purpose of advancing its Mission Statement as time-to-time adopted by the Chamber’s Board of Directors.

ARTICLE III-LIMITATIONS OF METHODS

Section 1: The Chamber observes all local, state and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code as amended.

ARTICLE IV-MEMBERSHIP

Section 1: ELIGIBLES

- A. Any sole proprietor, business, association, corporation, partnership or estate that has an interest in the objectives of the organization, are eligible to apply for membership.
- B. Each member firm is responsible for designating a *member representative*, to be the key contact person to the Chamber and who will be primarily responsible for the member firm’s vote in Chamber elections. Each member firm has the right to change its representative with written notice.

Section 2: CLASSES OF MEMBERS

The Chamber offers five classes of memberships:

- A. Active – Eligibles are located within the area served. These members pay dues based on *Active Membership*, have voting rights, and experience all other privileges attached to full active members.

B. Associate Members – Eligibles are located outside the area served. These members pay dues based on *Associate Membership*. They have no voting rights. The Board of Directors determines services offered to these members.

C. Honorary Members – (Refer to Article IV, Section 10)

D. Nonprofit – Nonprofit organizations are allowed to apply for membership of the Gaylord Area Chamber of Commerce. These members pay dues based on a *Nonprofit Membership*. They have no voting rights, and the Board of Directors determines services offered to these members (i.e. health insurance, referrals, etc.).

If a nonprofit wishes to have voting rights then they must join as a normal member thus foregoing their discounted rate.

E. Retired Businessperson/ Individual – A retired businessperson can apply for membership of the Gaylord Area Chamber of Commerce. These members pay dues based on *Nonprofit Membership*. They have no voting rights, and the Board of Directors will determine services offered to these members.

Section 3: ACCEPTANCE

Applications for membership must be in writing, on forms provided for this purpose, signed by the applicant, and reviewed by the Chamber's Membership Committee. Membership is at the discretion of the Board of Directors. Any applicant accepted becomes a member once payment of regularly scheduled investment dues is received.

Section 4: INVESTMENTS (DUES)

A. The Board of Directors determines the rate or rates for membership investments. These rates reflect Active, Associate and Nonprofit memberships

Chamber privileges are not extended to any member who has not paid its membership investment or is delinquent in its membership investment as required by the Bylaws, unless otherwise approved by the Board of Directors.

B. Membership Dues Refunds: Annual dues may be refunded, with Board approval, provided a request is submitted in writing within 60 days of membership initiation.

Section 5: TERMINATIONS (RESIGNATION, EXPULSION, DELINQUENCY)

A. Any member can resign from the Chamber with written request to the Board of Directors.

B. Any member can be expelled by the Board of Directors with a two-thirds vote for nonpayment of investment, after 60 days from the date due.

C. Any member can be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled or special meeting, 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.

Section 6: VOTING

In any proceeding in which voting by members is called for, each active member in good standing is entitled to cast one vote. Only membership representatives can vote on any issue that comes up (See Article IV, Section 1-B).

Section 7: REINSTATEMENT

On written request signed by the former member, a member can be reinstated provided all past debts owed to the Chamber are paid as well as the current years dues.

Section 8: NON-ASSIGNABILITY

Membership of the Chamber cannot be assigned or otherwise transferred without the consent of the Board of Directors.

Section 9: ORIENTATION

From time-to-time, orientation on the purposes and activities of this organization are conducted for directors, committee members, members and new members. These orientations take place at the discretion of the Board of Directors.

Section 10: HONORARY MEMBERSHIP

Distinctions in public affairs confers eligibility for *honorary membership*. Honorary members have all the privileges of active members, except the right to vote, and are exempt from payment of dues. The Board of Directors can confer or revoke honorary membership by a majority vote.

ARTICLE V- MEETINGS

Section 1: ANNUAL MEETING

The organization's annual meeting of the Chamber, in compliance with state law, is held during February of each year. The time and place is fixed by the Board of Directors and notice is mailed to each member at least ten days before the annual meeting.

Section 2: ADDITIONAL MEETINGS

- A. The Chairperson may call special meetings of the Chamber at any time, or any time a petition is provided, in writing, and signed by 10 percent of members in good standing. Notice must be mailed to each member at least five days prior to such meetings.
- B. Board meetings can be called by the Chairperson or Board of Directors with written authority of three members of the Board. Notice (including the purpose of the meeting) must be given to each director at least one day prior to said meeting.
- C. Committee meetings can be called at any time by the Chairperson, respective department Vice Chairperson, or by the committee's chairperson.

Section 3: QUORUMS

At any general meeting of the Chamber, five percent of members constitute a quorum; at a Board of Directors meeting, 51 percent of directors constitute a quorum; at committee meetings, a majority constitutes a quorum, except when a committee consists of more than nine members. In that case, five committee members constitute a quorum.

Section 4: NOTICES, AGENDAS, MINUTES

Written notice of all Chamber meetings must be given at least five days in advance unless otherwise required. An advanced agenda and minutes must be prepared for all meetings when appropriate. A detailed outline for preparation of both become part of the organization's procedures manual.

Section 5: INFORMAL ACTION BY MEMBERS

Any action required by law to be taken at a meeting of Chamber members, or any action that may be taken at a meeting of the members, may be taken without a meeting if a quorum of the members entitled to vote with respect to the subject matter, consent to taking such action.

Section 6: PROXIES

At any meeting of Chamber members, a member entitled to vote may vote by proxy executed in writing by the member's authorized attorney-in-fact. No proxy is valid after two months from the date of its execution, unless otherwise provided for in the proxy.

Section 7: VOTING

Where Chamber Directors or Officers are to be elected by members, the election may be conducted in a manner as the Board of Directors determines.

ARTICLE VI – BOARD OF DIRECTORS

Section 1: GENERAL POWERS

The Chamber's Board of Directors manages the affairs of the organization.

Section 2: COMPOSITION OF THE BOARD

The Board of Directors is composed of ten voting members. One third of the ten voting members are elected each year to serve for three years or until their successors are elected and have qualified. In addition, two at-large members may be recommended by the Chairperson of the Board to serve one-year terms with voting rights, subject to Board approval. The Executive Director serves the Board in a non-voting advisory capacity.

Board Members serve a three year term. After their three year term is up they must take at least one year off before running for a board position again.

Section 3: SELECTION AND ELECTION OF DIRECTORS

- A. Chamber Nominating Committee – At the regular July meetings, the Chairperson appoints, subject to approval by the Board of Directors, a *Nominating Committee* of no less than three members of the Chamber. The Chairperson designates the chairman of the committee.
- B. Upon appointment of the Nominating Committee, the Executive Director notifies, by mail, the entire membership to advise as to who is in the Nominating Committee and the members' rights to petition for nomination as candidates.
- C. All candidates must be a member, or employee of a member, in good standing and must have agreed to accept the responsibility of directorship. No discrimination will be made based on religion, age, sex, national origin, disability, race or color.
- D. At the regular August meeting of the Board of Directors, the Nominating Committee must submit a roster of director candidates to the Board for approval. This roster may consist of at least one more candidate than Board vacancies to be filled. The Executive Director ensures ballots are prepared and sent to all members eligible to vote during the month of September. These ballots can provide an opportunity for "write-in" candidates if the Board of Directors deems necessary.

Section 4: SEATING OF NEW DIRECTORS

All newly elected and appointed Board members will be seated at the regular January Board meeting and becoming participating members thereafter.

- A. Once elected to the Board of Directors, Board members must remain *Chamber members in good standing* throughout their term on the Board; that is, they must be employed by a Chamber member in good standing. If a board member becomes unemployed during their term on the Board, they have 90 days to reestablish *member in good standing* status by becoming employed by a Chamber member. If, after 90 days, they have not reestablished such employment, they will be automatically expelled from membership on the Board. If they should go to work for a non-Chamber member business, they have 30 days from their new employment date to secure Chamber membership status for the new employer; otherwise their membership will be automatically revoked. If a Board member retires during their term on the Chamber Board, they will be allowed to remain on the Board for the remainder of the current calendar year, at which time they are required to resign.

Section 5: VACANCIES

A member of the Board of Directors absent from two unexcused regular Chamber meetings of the Board of Directors per calendar year will automatically be expelled from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting. Vacancies on the Board of Directors, or among officers, must be nominated and filled by the Board of Directors by a majority vote and serves for the unexpired term of his/her predecessor in office.

Section 6: POLICY (Statements of Position on Issues)

The Board of Directors is responsible for establishing procedures formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies must be maintained in the policy manual, reviewed annually, and revised as necessary.

Section 7: MANAGEMENT

The Board of Directors employs an Executive Director and negotiates the salary and other considerations of employment.

Section 8: COMPENSATION

Chamber Directors do not receive any payment for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing within these Bylaws should be construed to preclude any director from serving the organization in any other capacity for which compensation is received.

Section 9: PROGRAM OF WORK

The Board of Directors is ultimately responsible for the implementation of the strategic plan as it relates to the mission of the organization.

ARTICLE VII – OFFICERS

Section 1: OFFICERS

The officers of the Chamber consist of a Chairperson, Vice Chairperson, Immediate Parst President, Treasurer and Secretary. Officers are elected from the existing Board of Directors.

Section 2: OTHER OFFICERS

The Board of Directors may elect or appoint other officers as it deems necessary for the fluid operation of the Chamber.

Section 3: TERM OF OFFICE

All duly elected Chamber officers take office at the time of their election and serve for a term of one year or until the successors assume the duties of office. Any additionally appointed or elected officers will serve until their next regular January meeting and assume the duties of office. All officers are voting members of the Board of Directors.

Section 4: RESIGNATION/REMOVAL OF OFFICERS

Any officer elected or appointed by the Board of Directors can be removed by a two-thirds vote of the Board, whenever it is in the best interest of the Chamber to call for such removal. Removal as an officer does not necessarily constitute removal from the Board of

Directors. In the event of an officer's resignation, the Executive Board determines a nominee to fill the vacated term. A simple majority vote of the Board of Directors confirms the appointment.

Section 5: ELECTION OF OFFICERS

A. Time – At the regular November Board meeting, the Directors meet and elect officers for the ensuing term.

B. Procedure – The election will be by a majority vote with the successful candidate being the nominee that receives a majority. If no nominee receives a majority, then a run-off election will be held between the two nominees receiving the highest number of votes. In the event of multiple candidates per position the election will then be conducted by a secret ballot.

Section 6: DUTIES OF CHAMBER OFFICERS

A. Chamber Chairperson – The Chairperson serves as the chief elected officer of the Chamber of Commerce and presides at all meetings of the membership, Board of Directors and Executive Board. The Chairperson appoints committees as provided in these Bylaws. Additional duties include:

- Providing leadership to Executive Director and Chamber Board
- Representing Chamber Board to the public, membership, and media
- Facilitating monthly Board meetings
- Facilitating yearly Board meetings
- Facilitating and leading strategic plan (yearly and three to five year plan)

B. Chamber Vice Chairperson – The Vice Chairperson exercises the powers, authority and performs the duties of the Chairperson in the absence or disability of the Chairperson. Additional duties include:

- Overseeing and reviewing all Chamber staff compensation
- Overseeing all committees and ambassadors

C. Chamber Treasurer – The Treasurer is responsible for overseeing all budgeting and financials of the Chamber. The Treasurer provides leadership and guidance to the Executive Director on the budgeting process and financial statements of the Chamber.

D. Immediate Past Chair – The Immediate Past Chair serves for an additional year beyond the typical 3 year term as a member of the Executive Committee. The role of the Immediate Past Chair is to serve as an advisor to the new Executive Committee and Executive Director.

E. Secretary – Is responsible for taking Board Meeting minutes and providing them to the board of directors and Executive Director within 24 hours following the meeting.

F. Chamber Executive Director – The Executive Director is the chief administrative and executive officer of the organization. The Board of Directors determines the title of the position, choosing from either (a) President and CEO or (b) Executive Director. The Executive Director:

1. Serves as the recording secretary to the Board of Directors, and ensures the preparation of: notices, agendas and minutes of meetings of the Board
2. Serves as advisor to the Chairperson and ensures the preparation of: special reports as directed by the program of the Chamber
3. Is a member of the Board of Directors, the Executive Board and all committees
4. Is responsible for hiring, discharging, directing and supervising all employees
5. Is responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors
6. Is responsible for all expenditures within approved budget allocations

The Chamber's Executive Board reviews the performance of the Executive Director on an annual basis.

ARTICLE VIII – INDEMNIFICATION

Section 1: The organization will indemnify its directors, officers, employees, agents and non-director volunteers, as that term is defined in the Michigan Nonprofit Organization Act (*Act*), to the full extent authorized or permitted to organizations by the Act or any future amendments to the Act or by any successor provisions of Michigan law.

ARTICLE IX - COMMITTEES

Section 1: APPOINTMENT AND AUTHORITY

The Chamber's Chairperson, with assistance and counsel of the Executive Board, ensures that all committee and committee chairpersons spaces are filled and maybe subject to approval of the Board of Directors. The Chairperson may appoint such ad hoc committees and task forces (and their chairpersons as deemed necessary) to carry out the program of the Chamber.

Committee appointees serve at the will and pleasure of the Chairperson and serve concurrent with the term of the appointing Chairperson, unless the Board of Directors approves a different term. It is the function of committees to make investigations, conduct studies, hold hearings, make recommendations to the Board of Directors, and carry out activities delegated to them by the Board. Each committee or task force consists of one or more directors and one or more at-large representatives from a Chamber member business.

Section 2: LIMITATION OF AUTHORITY

Unless otherwise provided in these Bylaws, no action by any member, of any committee, task force, arm, employee, director or officer is binding on, or constitutes an expression of, the policy of the Chamber until it has been approved or ratified by the Board. The Chairperson discharges committees when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committee.

Section 3: ARMS OF THE CHAMBER

The Board of Directors may create *Arms of the Chamber*, as it deems advisable, to handle work of the Chamber. The Board authorizes and defines the powers and duties of any *arms*. The Board must annually review and approve all activities and proposed programs of its arms, including collection and disbursement of funds. A representative from each arm of the Chamber

must appear in front of the Board, at least once during the fiscal year, for review. No action or resolution of any kind will be taken by arms having bearing on or expressive of the Chamber, unless approved by the Board of Directors.

Section 4: EXECUTIVE BOARD

A. The Executive Board consists of the Chairperson, Vice Chairperson, Treasurer, Immediate Past Chairperson, and the Executive Director.

B. The Chamber's Executive Board:

1. Acts for and on behalf of the Board of Directors when the Board is not in session but is accountable to the Board for its actions
2. Is ultimately responsible for matters of personnel and finance for the Chamber
3. Provides direction and support to the Executive Director in matters of Chamber policy and procedure
4. May grant reasonable amounts of money for special work, within budget allowances, to any committee

ARTICLE X – DISBURSEMENT

Section 1: Upon approval of the budget, the Executive Director of the Executive Board or in the absence of the Executive Director, any two members of the Executive Board is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements must be by check, and two authorized members of the Executive Board of the Board of Directors must sign each check. The Treasurer of the Board and Executive Director should always be asked to sign checks first. In the event either or one is unavailable then the other members of the Executive Board may be asked.

ARTICLE XI – BUDGET

Section 1: As soon as possible after the January meeting, the Executive Board must compile a budget of estimated expenses and submit it to the Board of Directors. As passed by the Board of Directors, with or without modification, this budget becomes the appropriation measure of the Chamber. No budget item may exceed its appropriation without the consent of the Board of Directors.

Section 2: The Executive Board and the Treasurer manage the finances of the Chamber. Operating and all other expenses and funds are provided by membership investments, fundraising campaigns, subscriptions and pledges, or other lawful means, as from time-to-time are deemed advisable or expedient by the Board of Directors.

Section 3: The Chamber's fiscal year is the calendar year: January 1 through December 31.

ARTICLE XII – PARLIAMENTARY PROCEDURE

Section 1: The proceedings of Chamber meetings are governed by and conducted according to the latest edition of Roberts' Rules of Order.

ARTICLE XIII – AMENDMENTS

Section 1: These Bylaws may be amended or altered by a majority vote of those present at any regular or special meeting of the Chamber. Any proposed amendment must be submitted to the membership in a manner determined to provide reasonable notice and at least ten days in advance of such meeting.

ARTICLE XIV – DISSOLUTION

Section 1: In the event of dissolution, all assets of the dissolving Gaylord Area Chamber of Commerce revert to the City of Gaylord.

AMMENDED: 01/30/2018

UPDATED: 01/30/2018