

BYLAWS
COOPERSVILLE AREA CHAMBER OF COMMERCE

Article I – Name

The name of this organization shall be the Coopersville Area Chamber of Commerce (the “Chamber”).

Article II – Purpose

The purpose of this organization shall be to advance the commercial, industrial, professional and civic welfare of the Coopersville area and to foster a spirit of cooperation and helpfulness among the residents thereof.

Article III -- Membership

Section 1 – Eligibility for Membership: Any person, firm, partnership, association, or entity subscribing to the purpose of the Chamber shall be eligible for membership. For purpose of definition, a business or association (firm, partnership, association, or entity) shall be defined the same as the description of the business or association as filed with the Internal Revenue Service (IRS).

Section 2 – Dues: The dues applicable to each member or class of members shall be as established from time to time by the Chamber’s Board of Directors (the “Board”). Non-refundable annual dues shall be payable by January 31, for the year, and new members joining during the calendar year will pay on a discounted scale to be determined at the discretion of the Board.

Section 3 – Membership: The Chamber will allow Business Members and Associate Members, as defined below (which may be referenced in these Bylaws individually as a “member” and collectively as “members”).

Section 3a – Business Membership: A business or association, and its employees or owners, having an interest in the objectives of the organization and who is eligible for membership, may join the Chamber after meeting the requirements of Section 3, below (individually, a “Business Member”; collectively, “Business Members”). Business Members will have voting privileges and pay at the appointed annual dues rate. Each Business Member shall designate one individual person whom the Business Member desires to cast votes on behalf of the Business Member and to serve as the Business Member’s representative for purposes of inspecting corporate records, paying dues, and taking other actions on behalf of the Member (the Member’s “representative”). The Board may create separate classes of Business Membership, with varying fees and benefits of membership. For purpose of definition, a business or association (firm, partnership, association, or entity) shall be defined the same as the description of the business or association as filed with the Internal Revenue Service (“IRS”).

Section 3b – Associate Membership: An individual person engaged through employment by recognized, not-for-profit organizations or non-employed retired persons or individuals not affiliated with a particular business that subscribe to the mission and purpose of the Chamber, may become an associate member of the Chamber (individually, an “Associate Member”; collectively, “Associate Members”) at a discounted annual dues rate than that of the business membership as determined by the Board, provided the Associate Member meets the requirements outlined in Section 4 of this Article, below. Each Associate Member shall have voting privileges. Employed persons typifying those eligible for membership under this special classification are clergymen, educators, and administrators of civic, philanthropic, welfare, social, recreational and governmental organizations or agencies.

Section 4 – Application and Admission: Admission of members shall be by the Board, taking into account the recommendations of the Membership Committee (when there is such a committee). An applicant so elected shall become and remain a member upon payment of dues, subject to section 6 below. The membership year of a member shall correspond to the fiscal year of the Chamber.

Section 5 – Member Representation: Each paid Associate Member and Business Member shall be entitled to one vote.

Section 6 – Non-Payment: In the event a member shall fail to pay dues within sixty (60) days of their assessment, the treasurer of the Chamber shall send a notice to that member giving an additional thirty (30) days to pay the dues. The notice shall also state that if dues are not paid within the thirty (30) days, the membership privileges are suspended. The Executive Director may extend this period in individual cases for extenuating circumstances.

Section 7 – Expulsion: Any member may be expelled by a two-thirds (2/3) vote of the Board,, if (a) the member fails to pay dues and assessments when due; or (b) the member engages in conduct prejudicial to the aims and reputation of the Chamber, after notice and reasonable opportunity for a hearing are afforded the member.

Article IV – Board of Directors

Section 1 –Authority: The government and finances of the Chamber, the general policies controlling its work, and the control of its property shall be vested in the Board by the general membership. The Board shall have at least nine (9), but no more than eleven (11), members. Each member of the Board shall serve for a term of three (3) years, with the total number of directors being broken into three (3) classes in as nearly equal number as possible in each class, and each class being elected every three (3) years.

Section 2 – Composition: The composition of the Board shall be, when possible, representative of the diversity of the business types within the general membership. Recruitment of board members shall strive for representation of each of the three major divisions of business: Retail, Industrial, and Service. The Board may appoint up to two (2) non-voting Member-at-Large positions to serve a one (1) year term.he/s

Section 3 – Eligibility: Any representative of a Business Member or Associate Member of the Chamber is eligible for election to the Board.

Section 3a – Term Limitations: No Board member who has been elected by the members for two (2) consecutive full terms of three (3) years shall be eligible for re-election until one (1) year following the expiration of his/her most recent term of directorship.

Section 4 – Term of Office: Elected Board members shall hold office for a term of three (3) years from January 1 or until their successors are qualified and elected. Three (3) new members are elected each year as terms expire reflecting the composition as defined in Section 2.

Section 5 – Removal:Any director may be removed with or without cause by a majority vote of the Members entitled to vote at an election of directors.

Section 6 – Resignation: A director may resign at any time by providing written notice to the Chamber. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in these Bylaws.

Section 7 – Vacancies: Vacancies on the Board existing at times other than the time of the annual election shall be filled by appointment by the Board and serve until completion of term vacated.

Section 8 – Meetings of the Board:

Section 8a – Regular Meetings: The Board shall meet at least four times annually, at times and places appointed by a majority consent of the Board. Notice of said meetings shall be given to each Board member stating the purpose of the meeting, time and place thereof, at least twenty-four (24) hours preceding the meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice for that meeting.

Section 8b – Special Meetings: Special meetings of the members or Board shall be called by the President at such times and places as the President shall designate, or at the request of any five (5) Board members or at the written request of 10% of the general members. Any such request shall specify the purpose(s) for which the meeting is to be called. Notice of special meetings shall be communicated to each member not less than five (5) days prior thereto and such notice shall specify the business to be transacted at the special meeting. No other business other than that communicated in the notice may be transacted.

Section 9 – Quorum: At all meetings of the Board five (5) members shall constitute a quorum. Proxies will be honored to the extent legally compliant, but will not be counted for purposes of determining a quorum.

Section 10 – Policy: No action of any committee other than the Board nor of any member, division, bureau, board, department, affiliate, employee, volunteer, officer or any individual director shall be binding upon or constitute an expression of the policy of the Chamber unless or until it shall be approved by the Chamber Board.

Section 11 – Elections for Board of Directors

Section 11a - Nominations: Not later than thirty (30) days prior to the Annual Election, the Board shall publish a request for nominations for the open board positions in the monthly newsletter (or the current, regular method of communication with the general membership). Prior to the Annual Election, the Board shall publish the list of nominees to be presented to the general membership for a vote at the Annual Election; such publication may be made by any means specified by the Board, including without limitation posting at the offices of the Chamber, electronic posting on a Chamber website or social media site, or e-mail to members.

Section 11b - Conduct of Election & Procedure: The election will be conducted by paper or electronic ballot. The means of balloting and the proper allotment of votes according to Article III, Section 4, of these Bylaws. The ballot shall contain the names of the candidates in alphabetical order with additional blank spaces provided for writing in additional candidate names. There shall be placed on the ballot a list of Directors whose terms continue and also those whose terms expire. Upon request of a majority of the Board or authorized action of the majority of the Members, a committee appointed by the Board shall serve as the judges of the election, and shall certify to the membership the names of the nominees receiving the highest number of votes who shall be the duly elected Board members. The judges of the election shall consist of at least twice the number of general members as Board representatives. In the event of a tie vote, the election shall be determined by lot under direction of the judges of the election.

Section 11c - Election Date: The election of the representatives for the Board will take place prior to the end of the calendar year.

Section 12 - Conflicts of Interest: No director shall knowingly engage in any activities or transactions that are in material conflict with such director's duties and obligations to the Chamber as a director. A director shall promptly disclose to all other directors any duality or possible conflict of interest. Any director having a duality of interest or possible conflict of interest on any matter may not vote or use the director's personal influence on the matter. Board meeting minutes shall reflect the disclosure of any duality or possible conflict of interest and the resulting abstention from voting.

Article VI – Officers

Section 1 – Officers: The first meeting of the Board following the Annual Election shall be held for the purpose of organization and election of officers for the ensuing year. A budget should be adopted for such year as soon as possible by the Board, but no later than the second meeting of the Board for the year. The officers shall be a President, Vice President, Treasurer, and a Secretary, and such other officers as the Board may from time to time establish. These officers shall be elected by and from the Board. The officers shall serve for one (1) year after election and until their successors are duly elected and qualified. No person shall be elected to the office of President for more than two (2) successive years.

Section 2 – President: The President shall preside at all the meetings of the Board and of the members and shall be responsible, with the Board, for the formation of the general policies of the Chamber. In the President's absence, the Vice President shall preside over meetings of the Board or of the members.

Section 3 – Vice President: The Vice President shall take over the functions of the President, in the event the President is absent or incapacitated, and may be assigned other specific functions by the President.

Section 4 – Secretary: The Secretary shall be responsible for taking and publishing the minutes of the monthly Board meetings, special meetings as called, and all other correspondence as requested by the Board.

Section 5– Treasurer: The Treasurer shall be responsible for the receipts and disbursements of the funds of the Chamber. The Treasurer shall provide a monthly printed report to the Board or no less than quarterly for their approval.

Section 6 – Removal: An officer appointed by the Board may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

Section 7 – Resignation: An officer may resign at any time by providing written notice to the Chamber. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in these Bylaws.

Section 6 – Vacancies: Vacancies among the officers shall be filled by election by the Board.

Article VII – Meetings

Section 1 – Annual Meeting: The Chamber shall hold an annual meeting of the general members on a day, time, and place as fixed by the Board upon at least thirty (30) days' notice. At this meeting a financial report shall be made available for review to the general membership.

Section 2 – Special Meetings: There shall be as deemed appropriate by the Board, regular meetings of the general membership. Special meetings of the members may be authorized by the Board from time to time and called by the President. A special meeting shall be called by the President upon the written request of ten percent (10%) of the general membership. Any such request shall specify the purposes for which the meeting is to be called. Notice of special meetings shall be announced by the current, regular method of communication to each member not less than five (5) days prior thereto and such notice shall specify the business to be transacted at the special meeting. No business other than that which has been specified in the notice may be conducted. At all meetings of the general membership, twice the number of standing board members (as defined in Article IV, Section 2) shall constitute a quorum.

Section 3 – Electronic Attendance. Any attendee of a meeting of the members, Board, or any committee may participate in, and shall be deemed present at, any meeting conducted by means of communication whereby either (i) all participants may simultaneously hear each other during the meeting; or (ii) all communication during the meeting is immediately transmitted to each participant, and each participant is able to immediately send messages to all participants. Such actions may include, without limitation, participation by telephone, video conference, e-mail, or live feed online chat room.

Section 4 - Waiver of Notice. The attendance of person at a meeting shall constitute a waiver of notice of the meeting, except where the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the person may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

Section 5 - Action by Consent. Any action required or permitted to be taken by members, the Board, or any committee may be taken without a meeting if, before or after the action, a majority of persons entitled to consent to the action consent to the action in writing or by electronic consent. Written and electronic consents shall be filed with the minutes of the proceeding and counterparts may be compiled to create a full and unified consent.

Article VIII – Departments & Affiliates

Section 1 – Departments: The Board, on its own motions or on the motions of any group of not less than five (5) Chamber members having common business or professional interests, may form within the framework of the Chamber a division, bureau, board or other department, however styled, for the purpose of promoting specific activities and of considering and recommending to the Board matters of particular interest to such business or profession.

Section 2 – Affiliates: The Board may authorize or recognize the establishment of, and may affiliate the Chamber with, other organizations, however styled, to be sponsored by separate business groups or agencies. Activities of such organizations may be financed in such manner as approved by the Board independently of the Chamber’s general operating funds.

Section 3 – Limitations: Departments or affiliates established under the provisions of Section 1 & 2 above may advise, request or recommend support from the Chamber but have no authority to commit the Chamber to any policy, expenditure, financial or contractual agreement without prior written approval from the Board. (Article IV, Section 10 and Article IX, Section 3).

Article IX – Finances

Section 1 – Fiscal Year: The fiscal year of the Chamber shall run from January 1 to December 31.

Section 2 – Designation: All monies received by The Chamber shall be accounted for as either general or restricted funds. All monies paid to the Chamber for general operations shall be placed in a general fund and monies received for specific activities, if placed in this account, shall be designated as such and be accounted for separately. Separate accounts may be established as necessary at the discretion of the Board.

Section 3 – Disbursements: No disbursements of funds of the Chamber shall be made unless the same shall have been approved, authorized and ordered by the Board, except that disbursements for expenses provided for in the annually approved budget do not require additional approval by the Board. All disbursements shall be made by electronic fund transfer or check signed by the Treasurer, or if necessary by the President or Executive Director.

Section 4 – Audit: The books and accounts of the Chamber shall be reviewed annually by a committee appointed by the Board and a copy of the review shall be submitted to the Board. Annual, independent financial review, audit and/or reporting shall comply with current federal and state policies and requirements.

Article X – Amendments

Section 1 – Amendments: These by-laws may be altered, amended or repealed in any manner, with the exception of changing the number, terms of office, qualifications and duties of the Board, by a two-thirds (2/3) vote of the Board at any duly held meeting of the Board members or by consent resolution of two-thirds of the Board. Any change in these by-laws, however, changing the number, terms of office, qualifications and duties of the Board may only be amended by a majority vote of the general members present at a special or annual meeting of the general membership or by consent resolution.

Article XI – Dissolution

The Chamber shall use its funds only to accomplish the purposes specified in these bylaws, and no part of said funds shall be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization(s) to be selected by the Board.

Article XII – Indemnification Clause

Section 1 – Generally: The Chamber shall indemnify each director, officer, partner, trustee, employee, non-director volunteer, and agent in connection with action, suit, or proceeding, and shall advance and reimburse expenses related to such action, suit, or proceeding, to the extent permitted by, and subject to the conditions, procedures, and limitations established by, Sections 561 through 571 of the Michigan Nonprofit Corporation Act (“Act”). If these provisions of the Act are amended, replaced, or superseded, then the Chamber shall provide indemnification and advancement and reimbursement of expenses to each director, officer, partner, trustee, employee, non-director volunteer, and agent in connection with action, suit, or proceeding, to the fullest extent permitted by such revised laws, but subject to the conditions, procedures, and limitations established by such laws. The form of agreement for the advancement of expenses as required to be signed by an indemnified party pursuant to Section 564b of the Act shall be in a form as determined by the Board.

Section 2 - Former Directors and Officers: The indemnification provided in this Article 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.

Section 3 – Insurance: The Chamber may purchase and maintain insurance on behalf of any person who was or is a director, officer, employee, or agent of the Chamber. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Chamber would have power to indemnify against liability under this Article or the laws of the state of Michigan.

ARTICLE XII – Miscellaneous

Section 1 – Act: These Bylaws are intended to supplement the provisions of the Act. To the extent any provision of these Bylaws directly conflicts with any provision of the Act, then the provision of these Bylaws shall control, unless prohibited by the Act or other applicable law. To the extent the Act provides additional provisions not contained in these Bylaws, then such provisions of the Act shall apply to the Corporation (including any provisions of the Act allowing greater flexibility in meetings, consents, and other Corporation matters).

Section 2 - Parliamentary Authority: The rules contained in Robert’s Rules of Order Newly Revised shall govern meetings of the members, Board, and any committees to the extent that they are applicable and are not inconsistent with these Bylaws. However, no corporate action undertaken with reasonably appropriate procedure and process and reasonable opportunity for participation may be challenged, reversed, or rescinded by virtue of the action not being fully technically compliant with Roberts’s Rules of Order Newly Revised.

Section 3 – Seal: The Chamber shall have no seal.

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