



Milan Area Chamber of Commerce By-Laws & Constitution

Article One - Name

- 1.1 This organization is incorporated under the laws of the State of Michigan and known as the Milan Area Chamber of Commerce.

Article Two - Objective

2.1 The purposes of this organization shall be the advancement of the civic, agricultural, commercial, industrial, and cultural interests of Milan, Michigan and the surrounding territory; the promotion of the general welfare and prosperity of the city, county, state and nation; the promotion of cooperation in all matters of interest to the diverse commercial, industrial, and professional people of the Milan community; the development of civic interests; the creation and maintenance of the highest standards of business ethics; the stimulation of public sentiment to these ends; and the providing of such social features and plans as will promote these purposes.

Article Three - Membership

3.1 Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the 48160 and surrounding district, shall be eligible for membership in the chamber. Associations, corporations, societies, partnerships or estates directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district may become members of the chamber.

3.2 The Board may establish a Committee of the Board for purposes of membership recruitment and recommendation to the Board of any person referred to in Paragraph 3.1 herein as a candidate for becoming a member of the Chamber.

3.3 If the proposal is carried by two thirds of the members of the Board present at a meeting duly constituted, or if approved by two thirds of the board through e-mail communication, such person, is from that time onward, a member of the Chamber and has all the rights and is subject to all the obligations of the other members.

3.4 Every member of the Chamber shall subscribe to the Membership Fee Schedule as shall be determined and prescribed by the Executive Committee. Membership Renewal shall begin January 1 of each year. Members are in good standing until terminated by any of the causes set forth in Section 4.

3.5 No member shall be entitled to vote at any election or enjoy any privileges unless their fees have been fully paid.

3.6 Any member of the Chamber who intends to retire therefrom or to resign their membership may do so at any time upon giving to the Chief Executive Officer ten (10) days' notice in writing of their intention and upon discharging any lawful liability that is outstanding upon the books of the Chamber against them at the time of such notice.

3.7 The Executive Committee may terminate the membership of any member of the Chamber for non-payment of dues, or for conduct which is in the opinion of the Executive Committee unbecoming to a member, provided that in the latter instance, the member is given due notice of the Committee's intention to consider the termination of their membership, and allowed an opportunity to appear before the Committee to defend their self. Where the Executive Committee has terminated a member's membership on the grounds of conduct unbecoming to a member, the member shall have the right to appeal the Committee's decision to the Board of Directors at a regular meeting of the Board. The end result of such an appeal shall be decided by a majority vote of Directors in attendance who are not members of the Executive Committee.

3.8 Any member who fails to pay their membership fees within ninety (90) days after they become due shall thereupon cease to be a member and shall have no further rights or privileges in the Chamber unless the Board of Directors shall extend the time for such payment or expressly continue such rights and privileges notwithstanding such as default of payment.

Article Four – Government

4.1 Government of the Chamber of Commerce, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of nine (9) directors elected by the Board of Directors to the following positions:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Board Directors (five positions)

4.2 At each annual election Directors shall be elected and appointed in the manner aforesaid for a two (2) year term beginning on the first day of the next fiscal year. Such terms shall commence on January 1st in the year immediately following election and shall expire on December 31st of the second year. Directors shall only be eligible for Executive positions if they are on the Board of Directors.

4.3 To be eligible for the Board of Directors, you must own/operate/manage a business in the district or surrounding area. Also including non-profit organizations, Board of Directors for School Board, City personnel

4.4 With the approval of the majority of the other members of the Board of Directors, the President may serve more than two consecutive full terms, plus any time served in an unexpired term. Any such President may continue to serve on the Board of Directors for so long as a majority of the other members of the Board approve such election to an additional term or terms. The Immediate Past President of the Board of Directors shall remain on the Board of Directors and Executive Committee for one year past term, then shall be able to re-elect to the Board of Directors.

4.5 Election of Board of Directors voting shall be done at the November membership meeting. All Board of Director members in good standing in attendance shall be eligible to vote and shall have one vote each. Elections shall be by written ballot. The candidate receiving the highest number of votes for the vacancy to be filled shall be declared elected. Candidates shall be selected prior to the November meeting.

4.6 Seating of New Officers/Board Members shall be seated at the first regular Board meeting in January of the new year.

4.7 Any vacancies in the Board may be filled by a two-thirds vote of the Board for the unexpired term. Any member in good standing who consents to such appointment shall be eligible to fill the unexpired term.

4.8 Members who shall miss three (3) consecutive regular meetings of the Board shall be removed from membership on the Board, unless confirmed by illness or absence approved by a majority vote of the remaining members of the Board.

4.9 Where a Board Member is deemed by other members of the Board of Directors to have breached the Code of Ethics and Business Conduct or undertaken other conduct unbecoming a member, the Board shall consider the removal of this Director at their next meeting, whether regular or special as per the provisions in the by-laws, where quorum is present. The Director in question shall be given at least two (2) days' notice of the Board meeting at which removal may be considered and shall be provided 10 minutes to address the meeting and respond to any questions. The Director will then leave the room while a motion to terminate their term may be considered by the Board. The Director may be removed from their position by two-thirds vote of the Directors present.

Article Five – Duties of Officers

5.1 Duties of the officers shall be as follows:

President – The President shall preside at all meetings of the members and of the Board of Directors and shall have the general care and supervision of the affairs of the Chamber of Commerce and have authority to sign all contracts and other instruments and perform such other duties of the Chamber of Commerce as may be authorized by law, by these by-laws or by the Board of Directors.

Vice-President – the absence or disability of the President, the Vice-President shall act in his/her place.

Treasurer:

1. **Records.** The Treasurer shall keep, or cause to be kept, full and accurate accounts of the receipts and disbursements in the books belonging to the Chamber of Commerce, and in addition thereto, all books and records pertaining to the financial affairs of the Chamber of Commerce as may be required by law, by these by-laws or by the Board of Directors.

2. **Funds and Banks.** The Treasurer shall deposit, or cause to be deposited, all monies and all other valuable effects in the name of and to the credit of the Chamber of

Commerce in such depositories as shall be designated by the Board of Directors or in the absence of such designation, as in his/her sound judgment he/she may deem desirable.

3. Reports. He/she shall render or cause to be rendered to the President and Directors at the regular meetings of the Board, or whenever either the President or the Directors may require it, an account of his/her actions as Treasurer and of the financial condition of the Chamber, and at the last regular meeting of the Board of Directors before the annual meeting he/she shall render a like report for the preceding year.

4. Annual Audit. The Treasurer shall cause the books and accounts of the Chamber of Commerce to be audited annually, not later than 120 days following the close of the fiscal year. Said audit need not be performed by a CPA. The board shall determine by resolution the nature and extent of each annual audit. The report of the said audit shall be available to members of the Chamber upon request from the Board.

Secretarial Duties - He/she shall record, or cause to be recorded, all minutes and proceedings in books to be kept for that purpose. He/she shall cause proper notice to be given at all meetings of the Board of Directors and of the members of the Chamber of Commerce. He/she shall be in charge of all secretarial work of the various committees of the Chamber of Commerce.

Article Six - Committees

6.1 Committees may be created at the direction of the Board of Directors for the purpose of providing advisable or necessary functions of operation and carrying out specific projects. The President shall appoint the chairman of each such committee, subject to the approval of the Board of Directors. The committee members shall then be selected by the Chairman and/or President subject to Board approval. Committees may be dissolved by the Board of Directors.

6.2 Purposes, duties and responsibilities of such committees shall be specifically designated in notices of appointment to be sent under the direction of the President. Their general functions shall be to investigate, to make recommendations to the Board of Directors and to take any necessary action.

6.3 No committee shall represent or commit the Chamber of Commerce in advocacy of or opposition to any project without the specific authority of the Board of Directors, unless such authority may be clearly granted under the general powers delegated by the Board to that committee. No action or resolution of any committee, unless

specifically adopted by the Board, shall be binding upon the Chamber of Commerce or expressive of the sense of such organization.

6.4 No committee or any other member thereof shall contract any debt on its behalf which shall in any manner render the Chamber of Commerce liable for the payment of any sum, unless the same shall have been approved by the Board of Directors, or the contracting of said debt shall have been referred by the Board to such committee with power to act.

6.5 Committee meetings may be called at any time by the President or chairmen.

6.6 President shall be ex-officio members of all committees, unless otherwise ordered by the Board of Directors.

Article Seven – Member Meetings

7.1 The annual meeting of the membership of the Chamber of Commerce for the transaction of any and all business shall be held at such time and at such place as the Board of Directors may determine as soon after the first day of each year as is convenient, but not later than January 31 of each year.

7.2 Special meetings of the membership may be called at any time by the President or by the Board of Directors or upon petition signed by at least sixty percent (60%) of the members in good standing and delivered to the President or other officer of the Chamber of Commerce.

7.3 Notice of both annual and special meetings shall be given to each member.

7.4 A quorum at a membership meeting shall be deemed to consist of the members in good standing present. No voting by proxy shall be permitted. A majority vote of those present shall decide any question properly brought before such meeting unless otherwise provided by law or by these bylaws.

Section Eight – Meetings of the Board of Directors

8.1 The Board of Directors shall meet monthly at a designated time and date, as set forth by the Board.

8.2 The Board of Directors may hold special meetings from time to time and adjourn them when necessary and may at such meetings transact such business as is by the by-laws of the Chamber assigned to it.

8.3 The Board of Directors shall frame such by-laws, rules and regulations as appear to it best adapted to promote the welfare of the Chamber and the purposes of the Chamber and shall submit them for adoption at the next Board or Directors meeting.

8.4 The meetings of the Board of Directors shall be convened by the President, or upon the request of any three Directors, provided that, in the latter instance each Director shall be advised by telephone the purpose of the meeting not later than three (3) hours preceding the meeting.

8.5 At all meetings of the Board of Directors, a majority of Directors shall constitute a quorum.

8.6 A majority of the members of a committee shall constitute a quorum.

8.7 At all meetings of the Board of Directors and at all general meetings of the Chamber, the President, or in his absence the First Vice-President, or if both are absent a member of the Board of Directors then presents who is chosen for the occasion shall preside.

8.8 Minutes of the proceedings at all meetings, whether of the Board of Directors or of the Chamber, shall be entered in books to be kept for the purpose by the Secretary to the Board

8.9 The meetings of the Board of Directors shall be open to all members of the Chamber, but such members shall not take any part in any proceeding thereat. However, meetings relating to human resources issues or to other sensitive Chamber matters, as solely determined by the Board of Directors, are not open to members.

8.10 Notice of meeting minutes shall be sent or given not less than forty-eight hours preceding such meetings.

Article Nine – Fiscal Year

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

Article Ten – By-Laws

10.1 These by-laws may be amended by a majority vote of the Board of Directors present at any Annual or General meeting provided that the proposed amendments, alterations or appeals shall be plainly stated in the Notice for the meeting.

Article Eleven – Banking Arrangements

11.1 The banking business of the Chamber including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designate by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

11.2 The bank accounts of the Chamber shall be maintained with one (1) of its member banks or trust companies.

11.3 Payment of all non-recurring bills shall require the approval of at least two (2) signing authorities.

11.4 No disbursements of the funds of the Chamber shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors. All Disbursements shall be made by check. Checks shall be signed by any one (1) of the following persons: President, Vice-President, Treasurer, Secretary.

11.5 Upon approval of an annual budget, the President may be authorized to make disbursements in accordance with Article IX, Section 1, on account of expenses provided for in the budget without further approval by the Board of Directors; provided, however, that any budgeted contingency fund shall not be disbursed without prior approval of the Board.

11.6 Executive Director has the approval to spend up to \$250 per purchase without Board Approval.

Article Twelve – Indemnification

12.1 No Director or Chamber employee shall be liable for the act or omission of any other Director or employee. The Chamber shall indemnify and save harmless the Board of Directors, the Directors individually and Chamber employees from and against any loss, expense, claim, demand, action or thing of any nature whatsoever, including any amount paid to settle an action or to satisfy a judgement, arising out of the performance or purported performance of their duties or responsibilities herein except that this indemnity shall not, in any way, extend so as to protect any Director or

Chamber employee with respect to any matter or thing arising out of his or her own dishonesty, bad faith, willful misconduct or negligence.

Article Thirteen – Dissolution of the Chamber of Commerce and Distribution of Assets

13.1 In the event of amalgamation with another Chamber(s), or Board(s) of Trade, or other organization, the Chamber's assets shall be transferred to the successor organization. Upon the dissolution of the Chamber, as approved by the members representing not less than two thirds of the votes cast at a general meeting of members called to consider the matter of dissolution, and after payment of all debts and liabilities of the Chamber, the remaining property of the Chamber shall be distributed or disposed of to one or more registered charities or other educational, scientific or philanthropic organizations as determined by the Board. 14.2 In the event of dissolution of the Chamber, a portion of paid membership fees may be refunded at the Board's and members' discretion.

Article Fourteen – Amendments

14.1 These by-laws, or any part thereof may be amended by the (5) affirmative votes at any regular meeting or special meeting of the Board of Directors, provided that the proposed amendments shall have been submitted in writing at a previous meeting of the Board held at least five (5) days prior to such vote, and provided further that if during this period five (5) members of the Board shall file objection in writing to any such amendment or amendments, and same shall not become effective until they have been presented to a general membership meeting, and adopted by a majority vote at any such meeting.

14.2 These by-laws may also be amended by a majority vote of those members attending any membership meeting providing notice of such proposed change shall have been mailed to the membership at least five (5) days prior to such meeting.

Article Fifteen – Parliamentary Procedure

15.1 The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

