

## Stockbridge Area Chamber of Commerce By-Laws

### Article I - General

#### Section 1: Name

This organization is incorporated under the laws of the State of Michigan and shall be known as the Stockbridge Area Chamber of Commerce Incorporated.

#### Section 2: Purpose

The Stockbridge Area Chamber of Commerce is organized to achieve the objective of: Promoting growth, community, and volunteerism to the communities of Gregory, Munith, and Stockbridge by supporting other local groups or individuals for the common good and organizing events that attract and retain businesses and residents.

#### Section 3: Area

The Stockbridge Area economic region shall include the Stockbridge school district.

#### Section 4: Limitation of Methods

The Stockbridge Area Chamber of Commerce shall observe all local, state, and federal laws which apply to non-profit organizations as defined in Section 501c(6) of the Internal Revenue Code and the laws of the State of Michigan for non-profit organization.

### Article II - Membership

#### Section 1: Membership Qualifications

Any person, association, business type, trust, or estate within the defined area as specified in Article I, Section 3 and having an interest in the objectives of the organization shall be eligible to apply for membership. Other entities not meeting these criteria may be allowed this category of membership as a special exception with majority approval of the Board of Directors.

#### Section 2: Membership Approval

Applications for membership shall be in writing, on forms provided for that purpose and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of initial membership fees.

#### Section 3: Membership Fees

Membership fees shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance. See the fee schedule for current rates.

Section 4: Termination

Membership may be terminated based on the following:

A: Any member may resign from the Chamber upon receipt of notice to the Board of Directors.

B: Any member shall be expelled by the Board of Directors by a majority vote for non-payment of fees after 90 days from the due date, unless otherwise extended for good cause.

C: Any member may be expelled by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, 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 complained against. In the case of expulsion fees will not be refunded.

Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote.

Section 6: Exercise of Privileges

Any firm, association, business type, trust, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Article III - Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with state law, shall be held during March of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least 10 days before said meeting.

Section 2: General Meetings

The Board shall conduct a monthly General Meeting to review committee reports and financial status of the organization as well as any general topics.

Section 3: Additional Meetings

The following additional meetings may be held:

A: Special meetings of the Chamber may be called by the President, a majority of the Board of Directors or upon petition in writing of any 30% of members in good standing.

B: Committee meetings may be called at any time by the President or by the committee's chair.

Section 4: Quorums

At any duly called General Meeting of the Chamber a majority of Directors present shall constitute a quorum. A quorum is necessary for electing board members and approving motions and General Chamber meetings.

Section 5: Notices, Agenda, Minutes

Written notice of all Chamber meetings must be given at least three (3) days in advance of the General Meeting unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

Article IV - Board of Directors

Section 1: Composition of the Board.

The Board of Directors shall be composed of seven (7) members, four (4) of which will include the President, Vice President, Secretary and Treasurer. All Board Members are volunteers who are not compensated for their service.

Section 2: Seating of New Board Members

The current Board shall seek out new Board Members by reaching out to current members as well as any community member that has demonstrated a commitment to serve. All newly approved Board Members shall be seated at the Annual March Board meeting.

Section 3: Term Limits

Directors of the Board shall serve for a 2 year term. The Board may approve Directors to serve unlimited consecutive terms.

Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors can be 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. Interim Board members shall be appointed when vacancies occur as an event of resignation or expulsion.

Section 5: Policy

The Board of Directors is responsible for government and policy-making responsibilities of the Chamber and shall control its property, be responsible for its finances and direct its affairs.

Section 6: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers or Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, Directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or

proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## Article V - Officers

### Section 1: Determination of Officers

The Board of Directors at its General February meeting shall nominate or reappoint officers annually.

### Section 2: Term Limits

Directors can serve in a specific Officer position for no more than 2 consecutive years. Officer positions shall be rotated bi-annually.

### Section 3: Duties of Officers

**President.** The President shall preside at all meetings of the Board of Directors. The President shall determine all committees and select all committee chairs, subject to approval of the Board of Directors.

**Vice-President.** The duty of the Vice-President shall be to preside at all meetings of the Board of Directors in the absence of the President. The Vice-President shall serve as Interim President for the remainder of the term in the event of resignation or removal of the President.

**Secretary.** The duties of the Secretary shall be to prepare notices and agendas, and to prepare and take minutes of the meeting of the Board of Directors. The Secretary shall also safeguard pertinent documents regarding the Chamber.

**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 financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer, President, or Vice President. The Treasurer shall prepare a monthly financial report to be made to the Board.

### Section 4: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 6 of these bylaws.

## Article VI - Committees and Divisions

### Section 1: Appointment and Authority

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. The President may appoint such ad hoc committees and their chairs as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors. It shall be the function of the 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.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise by the majority to discontinue the committees.

Article VII - Financials

Section 1:       Funds

All money paid to the Chamber shall be placed in a general operating fund. Monies for special events may be deposited into a separate fund as designated by the Board of Directors.

Section 2:       Disbursements

Upon approval of the budget, the Treasurer 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 and shall be reported as part of the monthly financial report.

Section 3:       Fiscal Year

The fiscal year of the Chamber shall close on December 31.

Section 4:       Budget

The budget shall be reviewed and adopted at the November General Meeting by the Board of Directors.

Section 5:       Annual Tax Filing

The Treasurer and President shall prepare IRS Form 990 annually at the end of the fiscal year and consult a third party for assistance as necessary.

Article VIII - Procedure

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. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

Article IX - Parliamentary Procedure

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 charter or By-Laws of the Chamber.

Article X - Amendments

Section 1:

These By-Laws may be amended or altered by a majority vote of the Board of Directors and by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members, in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

The Stockbridge Area Chamber of Commerce Incorporated adopted the forgoing By-Laws as amended on December 8<sup>th</sup>, 2011.

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Angie Flores, Interim President

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Linda Inman, Secretary