

**BYLAWS OF  
THE BROWN CITY AREA CHAMBER OF COMMERCE**

**ARTICLE I: GENERAL**

1. Name
  - a. This organization, under the law of the State of Michigan, shall be known as The Brown City Area Chamber of Commerce. For simplification purposes, it may be referred to as The Chamber throughout this document.
2. Purpose
  - a. The Brown City Area Chamber of Commerce is organized to:
    - i. Advance the civic, civil, economic, commercial, industrial, agricultural, professional, and educational interests of the City of Brown City and the surrounding territory, so that its citizens and all areas of its business community shall prosper.
    - ii. Promote integrity and business faith within the community.
    - iii. Provide members an active role in events that concern the community at city, state, and national levels.
    - iv. Promote the general welfare, prosperity, and public sentiment of the city and its surrounding territory.
    - v. Provide such social features to promote the purposes listed above.
3. Area
  - a. The Brown City area shall mean to include the City of Brown City, Maple Valley Township, Burnside Township, Flynn Town, and Speaker Township.
4. Limitations of Methods
  - a. The Chamber shall be nonsectarian and shall remain a nonprofit in perpetuity.
5. Operating Term
  - a. The operating year of The Chamber shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

**ARTICLE II: MEMBERSHIP**

1. Eligibility
  - a. Any person, association, business, corporation, estate, or partnership interested in the advancement of the civic, civil, economic, commercial, industrial, agricultural, professional, and educational interests of the City of Brown City and its surrounding territory shall be eligible for membership.
2. Membership Classification
  - a. All classifications of membership shall have equal rights and privileges with The Chamber unless otherwise noted. The Chamber Executive Board shall define the eligibility of members to the various classifications, which can be overruled by a two-thirds majority (present and voting) at any general meeting of The Chamber.
    - i. Large Business – businesses with 25 or more employees, \$200.00.
    - ii. Small Business - businesses with up to 24 employees, \$100.00.
    - iii. Nonprofit Organizations and Friends of The Chamber, \$75.00.
3. Application Process
  - a. Membership applications can be obtained from City Hall or any Executive Board member. Completed applications, including initial payment of membership dues must be submitted to The Chamber secretary to be presented to the Executive Board for review of eligibility and approval.
4. Exercise of Privileges
  - a. Any association, business, corporation, estate, or partnership holding a membership may nominate a designated representative to whom the holder wishes to exercise the privileges of the

membership. The designated representative shall be noted on the current year's membership application. The holder shall have the right to change its membership representative upon written notice to The Chamber secretary.

5. Dues

- a. Dues shall be paid annually on the membership's anniversary date. Invoices for renewal shall be distributed by The Chamber treasurer, assisted by the secretary either by email or USPS.
- b. The Executive Board shall review the current membership fee structure annually during the budget process. Any proposed changes will be presented at the Annual general meeting for approval. OR The Executive Board shall annually review and ratify the membership fee structure during the budget approval process and notify the members of The Chamber at the Annual Meeting.

6. Delinquency

- a. If any member fails to pay their dues within thirty (30) days of the due date (anniversary date), the treasurer shall give them a written notice of delinquency, requesting that the payment be made within ten (10) days.
- b. At the end of ten (10) days, if the payment of dues has not yet been received, membership shall be suspended pending payment of the dues or final action of The Chamber.

7. Termination

- a. Any member may resign from The Chamber upon written request to the Executive Board. No membership dues shall be refunded because of said resignation.
- b. Any member shall be expelled by the Executive Board by a majority vote for nonpayment of dues after ninety (90) days from the due date unless otherwise extended for good cause.
- c. Any member may be expelled by a majority vote of the Executive Board for conduct unbecoming of 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. No membership dues shall be refunded.

8. Orientation

- a. As deemed necessary by the Executive Board, orientation shall be conducted for new members on the purposes and activities of The Chamber at the first general meeting following membership.

### ARTICLE III: MEETINGS

1. General Meetings

- a. General meetings of The Chamber shall occur monthly. The Executive Board shall determine the schedule of general meetings for the upcoming year and present it for approval at the Annual Meeting.
- b. Members will be notified of the General Meeting and agenda no later than ten (10) days prior to said meeting by the secretary via email.

2. Special Meetings

- a. Notice of a Special Meeting shall be made to each member at least five (5) days prior to such meeting by the secretary via email.
- b. A Special Meeting may be called when:
  - i. Deemed necessary by a majority vote of the Executive Board.
  - ii. Upon written petition of 7 members in good standing.

3. Executive Board Meetings

- a. Executive Board Meetings will be held monthly. Meeting dates / times may be determined by The Chamber president, or by a majority vote of the Executive Board. Notice for the Executive Board Meeting will be given to each board member at least three (3) days prior by the secretary via email.

4. Annual Meeting

- a. The general meeting in January will be considered the Annual Meeting of The Chamber. At this meeting, the following will be addressed:

- i. Presentation of the General Meeting schedule.
    - ii. Announcement of the year's events.
    - iii. Budget approval.
    - iv. Election of the Executive Board's officers.
  - b. Members will be notified of the Annual Meeting and agenda no later than ten (10) days prior to said meeting by the secretary via email. Notice will also be posted on The Chamber's webpage and Facebook.
- 5. Committee Meetings
  - a. Committee meetings may be called at any time by the president, or by the committee chairman. Committee members will be made aware of the meeting at least three (3) days prior to said meeting by the committee chair via email, text, or verbal message.

#### **ARTICLE IV: EXECUTIVE BOARD – OFFICERS**

- 1. Election of Executive Board
  - a. Nomination
    - i. Prior to September 1<sup>st</sup>, the nominating committee (Article V, Section 4.a.i) shall present to the secretary a slate of candidates to replace the Executive Board members whose regular term is expiring.
    - ii. Candidates must be an active member in good standing and will be announced at the September General Meeting.
  - b. Election
    - i. The Executive Board election shall take place at October's General meeting and the results to be announced at the November General meeting. From the newly elected Executive Board, nominations for the officer positions available can be taken and presented at the December General meeting for the upcoming officer election in January at the Annual Meeting.
    - ii. The newly elected Executive Board will be required to attend the January Executive Board meeting along with the termed members for orientation and transition of officer responsibility.
- 2. Election of Officers
  - a. Nomination
    - i. Candidates must accept the terms and responsibilities of the office for which they are nominated.
  - b. Election
    - i. The election of officers will take place at the Annual Meeting (January).
    - ii. At the Annual Meeting, each candidate must give a quick (2-3 minute) statement as to:
      - 1. Their name and represented business.
      - 2. What position they are vying for.
      - 3. Why they would be best for the position, what they can offer to The Chamber.
      - 4. What their main interest is when it comes to The Chamber (i.e. why they became a member, what they would like to focus on / organize, and any ideas they would bring).
    - iii. Voting will take place.
    - iv. Candidates will be notified by the president of the results and the next Executive Board meeting date / time / location.
    - v. Members will be notified of election results by the secretary via email either prior to or with the February General Meeting notice.
- 3. Election Voting
  - a. Voting will be done by ballot.

- i. Absent members may request an absentee ballot, which must be returned to the secretary prior to the October General Meeting for the Executive Board election and prior to the Annual Meeting (January) for the election of officers.
  - b. A majority of the voters will constitute an election.
  - c. All ballots must be counted by the current president and secretary.
- 4. Terms
  - a. The Executive Board / Officers shall be elected for a term of one (1) year, with the term beginning in January.
  - b. Officers cannot hold the same position for any longer than three (3) consecutive years. At least one (1) year must separate each elected officer's term per position.
- 5. Vacancies
  - a. An officer who shall be absent from three (3) consecutive Executive Board meetings shall resign their seat. Remote attendance shall be considered acceptable.
    - i. This provision is overruled if:
      - 1. The member is confined by illness.
      - 2. A majority vote by the remaining members of the Executive Board decrees otherwise.
  - b. In the event of a vacancy, the Executive Board (by majority vote) will appoint a replacement until the next election.
- 6. Composition of Officers
  - a. The officers of The Chamber shall be composed of members elected from the membership of The Chamber as herein provided. The officers shall be as follows:
    - i. President (required)
    - ii. Vice-President (required)
    - iii. Secretary (required)
    - iv. Treasurer (required)
    - v. Trustee
    - vi. Trustee
- 7. Officer Responsibility
  - a. Perform the duties of Officers as outlined in Article IV.
  - b. Uphold a commitment to be actively involved in The Chamber by volunteering to help with the planning, organizing, coordinating, and assisting at various events throughout the year.
  - c. Must attend at least 75% of The Chamber Executive Board meetings and General meetings.
  - d. Must not be absent from three (3) or more consecutive Executive Board meetings.
  - e. Must attend at least 50% of The Chamber events throughout the year.
  - f. Uphold the purpose, mission, and vision of The Chamber.
- 8. Duties of Officers
  - a. President – The president shall serve as the Executive Head of The Chamber, ensuring that the bylaws, mission, vision, and purpose are upheld. He/She shall:
    - i. Preside over all General Meetings and Executive Board Meetings.
    - ii. Serve as the main point of contact for The Chamber.
    - iii. With the advice of the Vice-President, he/she shall:
      - 1. Determine all committees.
      - 2. Select committee chairperson.
      - 3. Assist in the selection of committee personnel.
  - b. Vice-President – The vice-president shall assume all duties in the absence of the president. If two (2) presiding officers are absent or disabled, a member shall be chosen from the Executive Board (by majority vote) to act as a temporary chair.
  - c. Secretary – The secretary shall serve as the Chief Administrative Officer for The Chamber, keeping an accurate record of the proceedings of The Chamber. He/She shall:

- i. Take minutes at all General Meetings and all Executive Board Meetings, ensuring that all meeting documents are filed within thirty (30) days of the meeting date.
  - ii. Preserve all documents and communications of The Chamber.
  - iii. Oversee the annual membership drive, including communications thereof.
  - iv. Serve as the advisor to the president by assembling the information and data and preparing special reports.
  - v. With the assistance of the various committee chairpersons, act as an advisor to all committees, ensuring that prompt reports of committee activities be made to The Chamber.
  - vi. At the end of his/her term, return any and all correspondence, books, reports, and other property belonging to The Chamber to the Executive Board.
- d. Treasurer – The treasurer shall be responsible for the safeguarding of all funds received by The Chamber and for the receipt and disbursement of said funds. He/She shall:
  - i. Keep all monies deposited in the name of The Chamber at a local bank and ensure that the bank statements are reconciled monthly.
  - ii. Create a monthly financial report to be presented at both the General and Executive Board meetings.
  - iii. With the cooperation of the Executive Board, be responsible for the preparation of an operating budget, covering all activities of The Chamber. This budget shall be approved by the Executive Board at the December meeting and presented at the Annual Meeting.
  - iv. Be responsible for all expenditures within the approved budget allocations, and for each event, create reports indicating any and all expenditures.
  - v. Assist the secretary with the collection of dues for the annual membership drive, and send notices of delinquency, if necessary.
  - vi. Ensure that The Chamber’s Annual Corporate Report is submitted each year by the stated deadline.
  - vii. Submit The Chamber’s financial documents to an accountant, ensuring that taxes are filed at the end of each current fiscal year.
  - viii. The president, vice-president, and treasurer are responsible for the signing of all financial documents. Two (2) signatures are required.
  - ix. At the end of his/her term, return any and all correspondence, books, reports, and other property belonging to The Chamber to the Executive Board.

## **ARTICLE V: COMMITTEES**

1. Appointment
  - a. The president, with approval of the Executive Board, shall appoint all committees and their chairpersons as deemed necessary to carry out the program of The Chamber.
2. Authority
  - a. It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Executive Board, and carry on such activities as delegated to them by the Executive Board.
3. Limitation of Authority
  - a. No action by any member, committee, or officer shall be binding upon or constitute the expression of the policy of The Chamber until it shall have been approved or ratified by the Executive Board.
    - i. Committees shall be discharged by the president when:
      1. Their work has been completed and their reports accepted.
      2. When in the opinion of the Executive Board, it is deemed wise to discontinue the committee.
4. Standing Committees

- a. Standing committees shall have the powers to conduct the business of the committee, provided that any action taken shall not conflict with the policies and wishes of The Chamber. All standing committees, at each General Meeting, shall submit to The Chamber a report of their activities since the last meeting. The standing committees shall be as follows:
    - i. Nominating Committee – The Executive Board at its July meeting, shall appoint a Nominating Committee comprised of three (3) members of The Chamber, with the president designating the chairperson. This committee shall have the responsibility of nominating candidates to replace the members of the Executive Board whose regular terms are expiring. They shall then present these candidates to the secretary no later than September 1<sup>st</sup>. They shall organize the officer nominations from the newly elected Executive Board (announced in November) and present them to the secretary by November 30<sup>th</sup>.
    - ii. Other standing committees may be appointed and require an amendment to these bylaws as needed.
5. Specific Committees
- a. Specific committees may be appointed for specific, special tasks as needed. Such committees shall:
    - i. Limit their activities to those for which the committee was created.
    - ii. Only have the power to act in a manner that is approved / overseen by the Executive Board.
    - iii. Be discharged / disbanded after the completion of the task for which the committee was created.

## **ARTICLE VI: QUORUMS**

- 1. General Meeting
  - a. At any General Meeting of The Chamber, a majority of the members present shall constitute a quorum.
- 2. Executive Board Meeting
  - a. A majority of the officers present shall constitute a quorum.
- 3. Committee Meeting
  - a. At committee meetings, a majority of the committee members present shall constitute a quorum, except when a committee consists of more than nine (9) members. In such a case, five (5) shall constitute a quorum.

## **ARTICLE VII: FINANCES**

- 1. Funds
  - a. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall insure, or be distributed, to the members of The Chamber.
  - b. No appropriations of money or other property of The Chamber shall be made for any purpose other than to defray the legitimate expenses, except by the unanimous vote of the Executive Board or by two-thirds majority of those present at a meeting of The Chamber.
  - c. All money paid to The Chamber shall be placed in a general operating account. Funds unused from the current year's budget shall be placed in reserve for future use.
- 2. Fiscal Year
  - a. The fiscal year of The Chamber shall be from January 1 to December 31.
- 3. Budget
  - a. In December of the current year, the Executive Board shall compile a budget of estimated expenses for the upcoming fiscal year. The budget shall be approved by the Executive Board and presented at the Annual General Meeting for approval.

#### 4. Disbursements

- a. No disbursements shall be made unless approved and ordered by the Executive Board.
- b. All disbursements must act within the budget and other limitations as set forth by The Chamber.
- c. Upon budget approval, the treasurer is authorized to make disbursements on budgeted expenses. If the disbursement is less than \$500.00, then no additional approval is needed from the Executive Board. If the disbursement amount is greater than \$500.00, then the disbursement must be approved by the Executive Board before payment.
- d. Disbursements for any amount greater than \$500.00 must be made via check directly to the vendor. All purchases under \$500.00 shall be submitted for reimbursement.
- e. All disbursements and / or reimbursement require documentation of monies spent.

### **ARTICLE VIII: DISSOLUTION**

#### 1. Procedure

- a. On dissolution of The Chamber, all assets remaining shall be distributed to one (1) or more regularly organized and qualified nonprofit organization(s) to be selected by the Executive Board upon advice from the membership.

### **ARTICLE IX: REVIEW AND AMENDMENTS**

#### 1. Procedure

- a. These bylaws shall be reviewed and approved by the Executive Board annually at the December meeting. This shall include review and approval of The Chamber's mission statement.
- b. These bylaws may be amended and altered by a two-thirds majority vote of the Executive Board or a majority of the members at any general or special meeting, providing that notice for the meeting includes the proposal for amendment and be mailed, emailed, or otherwise delivered by the secretary to each member no less than seven (7) days prior to such meeting. Any proposed amendments or alterations to these bylaws shall be submitted to the Executive Board in writing, at least thirty (30) days before the meeting at which they are to be acted upon.