



## BYLAWS

*Adopted December 8, 2025*

Old/current language in red

Proposed new language in blue

### **REFERENCE**

**Members:** Dues paying members of the Chamber.

**Director/Board:** A member of the Chamber Board of Directors

**Chamber:** Les Cheneaux Chamber of Commerce

### **ARTICLE I**

Name: The name of this organization shall be Les Cheneaux Chamber of Commerce.

### **ARTICLE II**

Purpose: To advance the commercial, industrial, civic, and general interests of the Les Cheneaux area.

We shall accomplish this by supporting activities which improve the economic, social, and physical condition, and work cooperatively with other organizations which share our goals.

### **ARTICLE III**

Section 1: Membership: Any person of good character with an interest in the betterment of the Les Cheneaux area shall be eligible for membership.

Section 2: Dues: The annual dues for membership in the Les Cheneaux Chamber of Commerce shall be divided into six groups as follows:

- 1) Cottage Industry/Home Crafter/Food Truck: \$100 - Artisan or home crafters making goods or services to sell; seasonal food trucks open 6 months or less
- 2) Non-Profit/Community Service Organization: \$200 - Non-profit organizations wishing to support the Chamber.
- 3) Tier 1 Business: \$250 - Those businesses with 1 - 9 employees.
- 4) Tier 2 Business: \$375 - Those businesses with 10 - 29 employees.
- 5) Tier 3 Business: \$500 - Those businesses with 30 + employees.

- 6) Secondary Business: \$100 - Wholly-Owned Subsidiary Business - must represent the smaller of two businesses
- A. The Board of Directors with the approval of the Membership shall establish membership dues by a majority vote of the members in attendance at the next regular or special meeting.
- B. Dues shall become payable January 1 for the current fiscal year. Dues not paid by January 31 shall be considered late. Late paying members will receive 30-60-90 reminders. Dues not paid by April 30 shall be considered delinquent. Delinquent members will be dropped from all Chamber publications, the Chamber website, and all social media sites identifying them as a Les Cheneaux Chamber of Commerce member. No referrals will be made directly to Members whose dues are not paid by said date.

Section 3: Fiscal Year: The fiscal year shall be from January 1 through December 31, effective January 1, 2014.

#### ARTICLE IV

Section 1: Officers: The government of the Chamber, the direction of its activities and the control of its property shall be vested in the Board of Directors, hereinafter called the Board. **The officers shall be elected annually as hereinafter provided, except Secretary and Treasurer who shall be appointed as hereinafter provided. The officers shall be elected annually as hereinafter provided, except Secretary and Treasurer who may be appointed by President and Vice President.** The officers shall be elected annually unless a resignation is accepted, then a temporary officer will be appointed by the Board until the next annual meeting.

- A. All checks issued must be signed by two (2) board members. **Four Board members shall be listed on the signature card at the banking institution and will be chosen by the Board members.**

**The four Board members who make up the executive committee (president, vice president, treasurer, secretary) shall be listed on the signature card at the banking institution.**

**NEW TO ADD:**

***B. One person may not be the sole signatory to a Chamber account***

***C. All ancillary bank account transactions (i.e. Fireworks account) must be approved by the executive committee.***

Section 2: President: The President shall preside at all meetings of the Chamber and the Board. The President shall perform all duties incident to the office and advise such action as may be deemed by the President to increase the usefulness of the Chamber. The President shall sign all contracts approved by the Board and shall countersign all orders on the Treasurer for the payment of money authorized by the Board. The President shall countersign all minutes of meetings held by the Chamber and Board as approved. The President shall sign all contracts and be one of the authorized check signers on all accounts.

Section 3: Vice President: The Vice President shall act in the absence of the President, and in all absences

or disabilities of the President and Vice President, a member of the Board shall be chosen by the Board to act temporarily.

Section 4: Secretary: It shall be the duty of the Secretary to conduct the official correspondence of the Chamber, preserve all records, documents and communications, and keep books of all records of all proceedings of the Board. It shall be the duty of the Secretary to take minutes and present them for approval at the next regular meeting. The secretary will send the minutes via email to the Board members or forward them to the Chamber coordinator to be sent to the Board members.

It shall be the duty of the Secretary to work with the Chamber Coordinator to conduct the official correspondence of the Chamber, preserve all records, documents and communications, and keep organized files of all records of all proceedings of the Board. It shall be the duty of the Secretary to review minutes taken by the Chamber Coordinator and present them for approval at the next regular meeting.

Section 5: Treasurer: The Treasurer shall keep the accounts and shall be responsible for the records pertaining to both income and expense accounts and perform such other duties as are incident to the office as may be required of the Treasurer by the Board. All books and vouchers shall be open to inspection of any officer of the Chamber of Commerce or member of the Board, and shall be audited at least once annually by the Auditing Committee. The treasurer shall deliver to his/her their successor in office all funds, books, papers, vouchers and other property of the Chamber in his their possession and shall furnish bond for the faithful discharge of the duties of his/her their office, as the Board may require. The Treasurer may approve Chamber spend in amounts of \$500 or less.

Section 6: Election of Officers:

A. At the first meeting following the annual meeting, a meeting of the Directors shall be called by the outgoing President for the purpose of electing the following officers for the next term of office: President and Vice President, and the appointment of a Secretary and Treasurer. These officers will be elected from the Board and by the Board. The board shall discuss candidates and any objections to candidates shall be noted. Any possible candidates will then be approached to consider possible election to the Board.

Section 7: The membership of the Board shall consist of 12 elected Board members. ~~Of the 12 members, three (3) shall be lodging facilities and nine (9) shall be members of businesses other than lodging facilities.~~ The 12th member shall be the immediate past president for one year if he/she desires to do so. If not, the 12th member shall be elected from the Chamber membership.

Section 8: ~~Officers shall be elected at the first Board meeting following the annual membership meeting.~~ Officers shall be elected at the first December Board meeting following the annual membership meeting in November.

## ARTICLE V

Section 1: Committees: The President (in his their absence the Vice President) of the Chamber shall appoint the Chairmen of all standing or special committees, subject to Board approval. Each committee Chairman shall appoint the members of his their committee. These appointments shall not be made later than the January regular Board meeting.

Section 2: Standing Committees: The standing committees of the Chamber of Commerce shall be as follows:

- A. Grounds and Facilities, to include building and equipment.
- B. Membership and Finance, to include social and Chamber programs
- C. Publicity and Advertising, to include communications
- D. Summer Events (2 co-chairs).
- E. Winter Events (2 co-chairs).
- F. Economic Development and Opportunities.
- G. Annual Dinner.
- H. Executive Committee: President, Vice President, Treasurer and Secretary.

A. Executive Committee

- a. President, Vice President, Treasurer and Secretary

B. Finance & Audit Committee

- a. The Finance Committee works with the Treasurer to safeguard the financial integrity of the Chamber. The Chair oversees periodic internal audits or external financial reviews, ensures compliance with fiscal policies, evaluates financial procedures, and makes recommendations for improvements. The committee assists in developing annual budgets and may review proposed expenditures exceeding established limits before Board approval.

C. Chamber Property

- a. To include Chamber property at 571 M-134, Cedarville, MI 49719 and general maintenance of property. The Chair coordinates volunteer or contracted labor, develops maintenance plans, reviews property-related expenditures, and makes recommendations to the Board. The committee ensures Chamber assets remain safe, attractive, and functional for public and organizational use.

D. Events (2 co-chairs):

- a. Create calendar of events annually, ensure notification, reviews social media calendar with Chamber coordinator
- b. The Events Committee plans, coordinates, and executes Chamber events designed to promote economic activity, civic pride, and member engagement. The Chair develops event calendars, oversees logistics, recruits volunteers, secures sponsorships, and manages event budgets. The committee ensures consistency, quality, and mission alignment across all Chamber-sponsored events.
- c. Event Sub-Committees: One co-chair should serve as an overview person for the following events to ensure Chamber consistency
  - i. Snowsfest

- ii. 4th of July
  - iii. Harvest Festival
  - iv. Annual Dinner
- E. Marketing & Outreach
  - a. The Marketing & Outreach Committee manages the Chamber's communications strategy to enhance visibility, promote programs, and support local businesses. The Chair oversees branding, website and social media content, public relations, and outreach efforts to community partners. Responsibilities include developing messaging, coordinating promotional campaigns, improving member awareness, and ensuring consistency of the Chamber's public presence.
- F. Membership Committee (Recruitment & Retention)
  - a. The Membership Committee focuses on growing and sustaining Chamber membership. The Chair develops and implements recruitment strategies, conducts business outreach, coordinates onboarding of new members, and supports programs that increase member value and engagement. The committee tracks membership trends, recommends policies to strengthen retention, and serves as a contact point for member inquiries and feedback.
- G. Clark Township Liaison

## ARTICLE VI

Section 1: Annual Meeting: The annual meeting of the Chamber of Commerce shall be held as determined by the Board. Members in good standing of the Chamber shall be notified at least ten (10) days before said meeting ~~by mail~~.

Section 2: Regular Board Meetings: Regular meetings of the Chamber shall be held (change to: held regularly, once a month, as reflected on the chamber website) ~~the first Wednesday of each month~~. Chamber Members in good standing are welcome to attend regular board meetings. The meeting dates and monthly agenda will be posted ~~on the Les Cheneaux Welcome Center entry door and posted~~ on the Chamber website at [www.lescheneaux.net](http://www.lescheneaux.net).

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Section 3: The Board shall hold regular monthly meetings as determined in Article VI, Section 2. At this meeting, all committee chairmen will report the work accomplished by their committee, if applicable.

A. All Board members must sign a confidentiality statement and adhere to that statement as outlined on the Chamber of Commerce Confidentiality Statement.

Section 4: Special Meetings of the Board may be called by the President, or in ~~his~~ ~~their~~ absence, by the

Vice President, or at any time when three (3) members of the Board so request through the Secretary or Chamber Coordinator, who shall then call or email the members of the Board, stating the time, place, and subject of the meeting.

## **ARTICLE VII**

Section 1: The members of the Board shall be elected in the following manner:

A. At the September meeting of the Board, the President and the Board shall appoint a nominating committee of five (5), chosen from eight (8) Members, for the office of Director, and the four (4) receiving the highest number of votes shall be elected to serve for a term of two (2) years.

A. At the December meeting of the Board, the President and the Board shall accept nominations for the office of Director by any member or director present. Directors shall serve two year terms.

B. The President of the Chamber of Commerce, with the approval of the Board, shall appoint a Member of the Chamber to fill any vacancy that may occur on the Board to fill the unexpired term.

Section 3: VOTING: All voting shall be by yay/nay vote; no proxies shall be allowed.

Section 4: QUORUM: Not less than 50 percent, i.e. a majority of six members of the Board, shall constitute a quorum at their respective meetings.

Section 5: The Secretary and the Treasurer shall be appointed by the Board.

Section 6: "Roberts Rules of Order" shall be the guiding book of the Board and the Chamber of Commerce meetings.

## **ARTICLE VIII**

Section 1: ORDER OF BUSINESS: The meetings of the Board shall have the following order of business:

1. Call to order
2. Reading & approval of the minutes of the last regular meeting
3. Treasurer's/bookkeeper's reports and approval of accounts
4. Reports of the Committees
5. Unfinished Business
6. New business
7. Adjournment

Section 2: ORDER OF BUSINESS, ANNUAL MEETING: The annual meeting of the Members shall have the following order of business:

1. Call to order

2. Reading of the minutes of the last Board meeting, which may be dispensed with if sanctioned by a vote.
3. Communications and resolutions
4. Treasurer's/bookkeeper's reports
5. Reports of the committees
- ~~6. Election of officers (change to open nominations for board members and officers)~~
7. General business
8. Adjournment

#### **ARTICLE IX**

Section 1. AMENDMENTS: These Bylaws, or any part thereof, may be repealed, amended or added to by a two-thirds (2/3) vote of the Members present at any regular or special meeting, provided such proposed change is forwarded to the Members ~~ten (10) days~~ **one week (7 days)** prior to said meeting.

~~Section 2: All assets of the Chamber of the Commerce are pledged to purposes of non-profit, and all property, real and personal, of the Chamber will revert to the benefit of the local Governmental unit if the Chamber organization dissolves.~~

**Section 2: Upon dissolution of the Chamber of Commerce, all assets of the Chamber shall continue to be used exclusively for nonprofit purposes. The remaining members of the Board of Directors, or if no Board members remain, the Clark Township Board of Trustees, shall vote to determine the disposition of all remaining property and assets, whether real or personal. Any distribution of assets shall be made to one or more nonprofit organizations or governmental entities consistent with the Chamber's mission and applicable state and federal law.**