

Sandusky Chamber of Commerce

105 E. Sanilac Ave Ste 4, Sandusky, MI 48471

BYLAWS

ARTICLE 1 – Name, Purpose and Character

1. The name of this organization shall be the “Sandusky Chamber of Commerce”, further mentioned in this document as Chamber. It’s location and principal office shall be located in Sanilac County of Sandusky, Michigan.
2. The Chamber is organized for the purpose of promoting business and community growth and development by promoting economic programs designed to strengthen and expand the income potential of all business within; tourism, advancing and preserving the retail, commercial industrial, agricultural, educational and civic, social, and cultural nature of which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth in the Sandusky area. It is empowered to enter into any and all lawful contracts and agreements or negotiations necessary, advisable or proper to realization of this purpose.
3. The Chamber is a non-stock and non-profit organization. No dividends or pecuniary profits shall be declared or paid to any members thereof, and no part of any net earnings shall inure to the benefit of any private member or individual.
4. The Chamber, in all its activities, shall be nonpartisan, non sectional, nonsectarian, and shall take no part in, nor lend its influence to, the election or appointment of any candidate for federal, state, county, or local government office.

ARTICLE 2 – Membership

1. Any interested community citizen, firm, association, corporation, partnership or estate having an interest in promoting tourism, advancing retail, commercial, industrial, agricultural, educational, and civic interests of the Sandusky area may apply for membership. Limited to one vote per membership.
2. Members shall pay dues in accordance with the dues schedule as set by the Board of Directors.
3. Annual dues for existing members are due at the end of the month.
4. Annual dues that are not paid by the month following above will automatically remove the member’s name from the membership list of the Chamber. The reinstatement of a previous Chamber member takes place upon receipt of that members full annual dues for that calendar year.
5. New business opening their doors for the first time will receive a complimentary 1 year business membership. Businesses that have been in business will not be given a free membership. Dues will be invoiced annually and never prorated for any part of a calendar year.

6. Any membership may be terminated by affirmative vote of three-fourths (or two thirds) of the Directors; a) for conduct detrimental to the purpose for which the Chamber is organized.
7. An application for general membership or a nomination for Honorary Membership may be acted up by the Board of Directors. An affirmative vote of 2/3 of those Directors in attendance shall be required to grant membership in The Chamber.
8. General Members shall be entitled to a vote, to hold office, to receive all publications of The Chamber, to utilize the facilities of The Chamber office, to serve on standing divisions, task forces or committees and to attend all regular and special meetings. Furthermore, they shall be allowed to participate in all referenda conducted by The Chamber and to display the emblem of the organization. A copy of the current By Laws shall be made available and provided to all members upon request. They will also be available on the Chamber webpage – sanduskychamber.us.
9. An Honorary Member is the person who is deemed by the board who is deemed as an ambassador. They will receive an honorary membership for a lifetime.
10. One vote is allowed for each General Membership. The representative of the business is designated to cast the vote shall be specifically entered upon the record of the representative. This information will be updated annually; however, a General Member may change its designee, as it deems appropriate. If 2 members attend from one business – only one member may vote on behalf of that business.
11. When a member shall be in default in payment of investment for a period of four (4) months from the mailing of said member's investment renewal notice, membership shall there upon be terminated. Notwithstanding the foregoing, a member shall not be considered in good standing if investment is not paid within 60 days of the receipt of renewal notice.
12. Any member, upon written notification to the Board of Directors, may resign from membership in The Chamber.
13. The death, resignation, expulsion, dissolution or closure of a business shall terminate the member's membership and all rights incidental thereto with the exception of a business dissolution or closure with may transfer their membership to an individual status. There shall be no refund of fees or dues.
14. Reinstatement of membership in The Chamber of an expelled or resigned member shall be made by re-application to the Chamber in accordance with Article III, Paragraph 2.
15. A general membership in The Chamber shall not be transferable from one business to another or from one individual to another without Board approval.

ARTICLE 3 – Board of Directors and Duties

1. The Management of the Chamber shall be vested in a Board of directors. The directors will be elected for terms of (1 year – or as we determine). Each director's term will begin in July. All directors must be a volunteer, an employee of a Chamber member, or an owner of a business that is a member.

4. Any Board Member may be terminated by affirmative vote of two thirds of the board for conduct detrimental to the purpose of which The Chamber was organized.
5. Regularly quarterly scheduled board meetings, January, April, July, and October or as needed by the Board, officers shall be President, Vice President, Secretary, and Treasurer.
6. The term of the office of President or Co-President, Vice President, Secretary, and Treasurer shall be for one year commencing. No elected officer shall hold the same office for more than three consecutive years unless voted on by general membership.

Duties:

1. President; The President presides at all meetings of the Chamber and appoints Committee Chairpersons to the Special Committees. President position may be shared by two people if approved by a Membership vote.

The President shall preside at meetings of the Chamber Board and all General Membership meetings. The President shall have general supervision of the business and affairs of The Chamber and shall perform such other duties as ordinarily pertain to the office of Presidency. The President may appoint members of the Chamber Board to any divisions. A vacancy created in any office, for any reason, shall be filled by nomination by the President with the approval of the Board. Any member appointed to fill the unexpired term of an Officer shall hold the office until the expiration of the original Officer's term. Such appointment shall not preclude said Officer from nomination at the conclusion of the expiring term.

2. Vice President; The Vice President shall act in the absence of the President. In the absence of both the President and Vice President the Chamber Board will appoint a Board Member to act temporarily in that capacity. The First Vice President shall act in place of the President in the event of the Presidents temporary disability or absence from meetings or other activities, which the President is designated to perform by these By-Laws. The First Vice President shall serve as Chairperson of the Public/Community Affairs division and shall perform such duties as are designated by the President.

3. Secretary; It shall be the duty of the Secretary to preserve all books and documents and maintain an accurate record of the proceedings of the Chamber. They will be responsible for social media and internet presence for the Chamber.

4. Treasurer; The treasurer shall be responsible to disperse the funds to the Chamber under the blanket or specific direction of the Board Members. The treasurer will maintain an accurate record of all monies received by, and disbursed for the Chamber. A written monthly balance sheet and income statement will be prepared for the Chamber Board for their review and acceptance at the monthly meeting. The treasurer will be responsible for reporting on the budget and variances at least quarterly. The treasurer shall also render such other statements and accounts as may be required by the Chamber Board. 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 a financial institution or invested in a manner approved by the Chamber Board. Checks are to be signed by two board members and/or a bank representative. The Treasurer shall cause a monthly financial report to be made to the Board. If general membership requests an audit be performed, one will be conducted.

5. All board members must abide by the code of conduct.
6. The city of Sandusky will provide one city Liaison that will become part of the board of Sandusky Chamber of Commerce. This Liaison will be appointed by the city of Sandusky yearly. The Liaison will have one vote.

ARTICLE 4 –Meetings and Quorums

1. Generally, the meeting schedules will be the 2nd Thursday of each month at noon.
2. *Special Meetings*; Special meetings can be called by the President or any two Board Members of the Chamber, or by a majority vote of the members of the Chamber, or special written permission of two thirds of members. Only such business as the special meeting was called to consider shall be acted upon as a Special Meeting.
3. Any designate representative from a general membership (any paid Chamber member) in good standing is eligible to hold the office of the Board, however, no more than one Board Member per membership. In the event of multiple memberships, resulting from or due to mergers and acquisitions, each member shall be allowed to continue as a Board Member until the first expiring term.
4. Should a Board Member change employment during their term and their new employment is not a Chamber member or they are not the designated representative/liaison of that business, the Board Member shall have thirty (30) days to: 1) resign their Board positions. 2) become the designee of their new employment or, 3) purchase a personal membership.
5. In the event a Board Member has unexcused absences from three (3) consecutive meetings or four (4) regular meetings of the Chamber Board for the year, which is applicable, the Board Member's resignation shall be deemed to have been tendered and accepted. Majority vote by the Board may over ride this provision. Unexcused - does not show up. Excused - report ahead of time to President, Vice President, or Secretary, ahead of called meeting.
6. Each member of the Chamber Board shall have one (1) vote on any matter before said Board.
7. Special meetings of the Chamber Board of The Chamber shall be subject to the call of the President or by five (5) Board Members, provided that written notice shall be given to each Board Member stating the purpose of the meeting and the time and place thereof, at least twenty-four (24 hours) preceding the meeting. The attendance of a Board Member at a meeting shall constitute a waiver of notice of such meeting.
8. Any action by the majority of the Board Members present at a meeting at which a quorum is present shall be the duly authorized act of the Chamber Board unless said act requires a greater number required by the law or these By Laws.
9. A quorum is fifty percent (50%) of the Board Members plus one (1).

8. Any action by the majority of the Directors present at a meeting at which a quorum is present shall be the duly authorized act of the Board of Directors unless said act requires a greater number required by the law or these By-Laws.

9. A quorum is fifty percent (50%) of the Directors plus one (1).

Article 5 – Terms of office

1. All terms of office, including those of the Committee Chairpersons, shall commence following the installation of officers, which will be held at the Board of Directors Meeting in June of each year.

2. All Chamber directors and Committee chairpersons, in the year following the conclusion of their elected and/or appointed responsibility, will serve as a consultant to his/her successor is called upon to do so. This position of consultant will not necessarily denote membership on the committee, or Board of Directors.

3. In the event of a tie vote, the said tie vote shall be resolved by lot by the President vote.

4. All Directors duly elected shall take office at the regular meeting in June and shall serve a term of more than three (3) consecutive years, unless otherwise specified.

ARTICLE 6 – Standing and Special Committees

1. All Special committees are formed to accomplish the on-going and annualized business and/or activities of the Chamber. The Chamber President, at his/her discretion, and the approval of the Board of Directors, has the authority to create other Special Committees and/or terminate existing Special Committees when this is felt to be an asset to the operation of the Chamber

ARTICLE 7 – Chamber and Committee Goals

1. The Chamber Board of Directors shall, at the first quarterly meeting, after election a chamber goal will be determined.

2. Chamber “Social functions” must be self supporting.

ARTICLE 8 – Conduct of Chamber Meetings

1. General – The proceedings of the Chamber Meetings shall be governed by and conducted to Robert’s Rules of Order, except as hereafter modified.

2. Use of the Agenda – All Chamber meetings will be governed by the use of the agenda, which will be formulated and distributed prior to the convening of any meeting. This agenda will include items found in the common working agenda of the Chamber.

Article 9- Organizational Structure

1. Task forces, committees and study groups may be created by a Division by membership with approval by the Board of Directors, as needed. Task Forces, committees or study groups, may be recommended by any member in good standing for the approval of the Board of Directors and assigned to the appropriate

division. A task force, committee or study group shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act without approval by the Board of Directors. Task forces, committees or study groups shall be discharged by the President when said task force, committee or study group work has been completed and its report accepted by the Board of Directors or when the Board votes to discontinue the activity on which the task force, committee or study group is engaged.

2. The Chairperson of the Division shall oversee all study groups and task forces under his/her Division. All study groups, committees and task forces shall report their activities and recommendations to the Chairperson of their Division.

3. No study group, committee or task force shall take any formal action or pass any resolution, which in any way commits The Chamber on a question of policy, with financial impact, or on matters of general public interest without first having received the approval of the Board of Directors.

4. At meetings of study group, committees or task forces, a majority of its members shall constitute a quorum.

Article 10 – Finance

1. The fiscal operation of The Chamber shall be July 1st to June 30.

2. All monies received by The Chamber shall be accounted for as either general or restricted funds.

3. The financial institutions designated by the Board of Directors as the depository of the Chamber shall receive all funds belonging to the Chamber from the Chief Executive Officer (C.E.O.) and shall deliver a receipt for it to the Chamber. Such depository shall be directed to pay out funds only upon the written order or check signed by two (2) board members and/or the financial Institution Representative.

4. Prior to each fiscal year, the Treasurer shall prepare a Budget of Anticipated Revenue and Expenses, with the aid of the Board, which shall be submitted to the Board of Directors for approval or other action. The Treasurer shall solicit input from all divisions prior to the finalization of the Budget.

5. Upon the approval of the budget, the Treasurer shall be authorized to make disbursements on accounts of expense provided for in the budget for current expenses without approval of the Board of Directors. All disbursements shall be made by check or approved by the Board of Directors by credit card.

6. Disbursement of funds of the Chamber to cover expenses not provided for in the budget shall be made only after the same have been approved and ordered by the Board of Directors. In no case shall the appropriation of money or other property of the Chamber be made for any purpose other than expenses authorized in the budget, except by action of the Board of Directors. No division, study group, committee, task force or individual member shall obligate the Chamber to pay out any funds for unbudgeted items without prior approval of the Board of Directors.

7. The Board of Directors shall be authorized to adjust or review the annual budget to conform with any limitations or expenses allowed or created by changes in the gross income due to changing conditions during the fiscal year.

Article 11 – Logo

1. The Board of Directors shall adopt and cause to be used a corporate logo of suitable design, setting forth the name of the corporation, the name of the State and the date of incorporation.

Article 12 – Parliamentary Procedure

1. Roberts Rules of Order, newly revised, shall govern all proceedings of The Chamber subject to such special rules as have been or may be incorporated into the By-Laws.

Article 13 – Contributions

1. Under no circumstances shall this organization contribute general fund money to charitable causes, general fund raising campaigns or political issues and/or candidates. All contributions are to be voted on by the general Membership.

Article 14 – Dissolution

1. 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 or qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Section 501 (c)(3) of the Internal Revenue Code.

Article 15 – Indemnification Clause

1. No member, officer or director of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

The undersigned, Secretary of the Woodland Chamber of Commerce, hereby certifies that the foregoing By-Laws are the true and correct, duly adopted By-Laws of the Corporation and that such By-Laws were last adopted by the General Membership on June 28, 2002 and that such By-Laws include all amendments, if any, to the date of this certificate.

ARTICLE 16 – Amendments

The Sandusky Chamber of Commerce by-laws may be amended in the following manner:

The Proposed Amendments must be submitted to the Board of Directors by the Bylaws Committee.

The Board of Directors must approve by a three/fourths majority vote of the total Board of Directors proposed Amendments to the Bylaws.

The Proposed Amendments must be read and discussed at no fewer than two (2) consecutive regular and/or Special Meetings of the Chamber Membership. In addition, a copy of the Proposed Amendments shall be mailed to the Chamber Membership within one (1) week preceding the initial introduction of the Proposed Amendments to the Chamber Membership.

The Proposed Amendments must be approved by a two-thirds vote of the Membership present after two meetings in which the Proposed Amendments are discussed.

Approval date:

Revised date:

END

Code of Conduct for Sandusky Chamber Board Members

Roles, Responsibilities and Respect

The Chamber Rules of Conduct provides guidance on ethical issues and questions of right and wrong. Until now, what has not been clearly written down is a Code of Conduct for Sandusky's Chamber of Commerce Board Members.

This Code of Conduct is designed to describe the manner in which Chamber Members should treat one another, constituents, and others they come into contact with in representing The Sandusky Chamber of Commerce.

The constant and consistent theme through all of the conduct guidelines is "respect." Board Members experience huge workloads and tremendous stress in making decisions that could impact many businesses. Despite these pressures, elected Board Members are called upon to exhibit appropriate behavior at all times. Demonstrating respect for each individual through words and actions is a touchstone that can help guide Board Members to do the right thing in even the most difficult situations.

Overview of Roles & Responsibilities

Other resources that are helpful in defining the roles and responsibilities of elected officials can be found in the resources from organizations such as the Michigan Chamber of Commerce Association.

President or Co-Presidents

- Acts as the official head of the Chamber for all ceremonial purposes
- Chairs Chambers meetings
- Calls for special meetings
- Recognized as spokesperson for the Chamber
- Makes judgment calls on proclamations, Special Orders of the Day, etc.
- Recommends subcommittees as appropriate for Chamber approval
- Leads the Council into an effective, cohesive working team
- Signs documents on behalf of the Chamber
- Serves as official delegate of the Chamber
- Corresponds with the Bylaws

Vice President

- Serves as a backup for the President
- Performs the duties of the President if the President is absent or disabled
- Chairs Council meetings at the request of the President
- Represents the Chamber at ceremonial functions at the request of the President

Treasurer

- Pays all bills once per week
- Prepares and presents Treasurer's report to Board Members and Chamber Membership
- Makes available to Board Members report of all bills paid

Secretary

- Documents business and board meeting proceedings
- Represents The Chamber at ceremonial events at the request of the President
- Oversees all internet and social media for the Chamber

All Chamber Members should:

- Fully participate in Chamber meetings and other public forums while demonstrating respect, kindness, consideration, and courtesy to others
- Prepare in advance of Chamber meetings and be familiar with issues on the agenda
- Represent the Chamber at ceremonial functions at the request of the President
- Be respectful of other people's time. Stay focused and act efficiently during public meetings.
- Serve as a model of leadership and civility to the community
- Inspire public confidence in The Sandusky Chamber of Commerce

- Demonstrate honesty and integrity in every action and statement
- Participate in scheduled activities to increase team effectiveness and review Chamber procedures, such as this Code of Conduct
- Represents the Chamber at ceremonial events at the request of the President, assisting the majority of events, and includes being present at:
 - Ribbon cutting ceremonies
 - Board meetings
 - Citizen of the Year Banquet
 - Thumb Festival
 - Country Christmas Weekend

MEETING CHAIR

The President will chair official meeting of the Sandusky Chamber of Commerce, unless the President or another Chamber Member is designated as Chair of a specific meeting.

- Maintains order, decorum, and the fair and equitable treatment of all speakers
- Keeps discussion and questions focused on specific agenda item under consideration

Chamber Conduct with One Another

IN PUBLIC MEETINGS

- **Practice civility and decorum in discussions and debate**

Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of a free democracy in action. This does not allow, however, Board Members to make belligerent, personal, impertinent, slanderous, threatening, abusive, or disparaging comments. No shouting or physical actions that could be construed as threatening will be tolerated.

- **Honor the role of the President in maintaining order**

It is the responsibility of the President to keep the command of Board Members on track during public meetings. Board Members should honor efforts by the President to focus discussion on current agenda items. If there is disagreement about the agenda or the President's actions, those objections should be voiced politely and with reason, following procedures outlined in parliamentary procedure.

IN PRIVATE ENCOUNTERS

- **Continue respectful behavior in private**

The same level of respect and consideration of differing points of view that is deemed

appropriate for public discussions should be maintained in private conversations.

- **Be aware of the insecurity of written notes, voicemail messages, and e-mail**

Technology allows words written or said without much forethought to be distributing wide and far. Would you feel comfortable to have this note faxed to others? How would you feel if this voicemail message was played on a speaker phone in a full office? What would happen if this e-mail message was forwarded to others? Written notes, voicemail messages and e-mail should be treated as potentially “public” communication.

- **Even private conversations can have a public presence**

Board Members are always on display – their actions, mannerisms, and language are monitored by people around them that they may not know. Lunch table conversations will be eavesdropped upon, parking lot debates will be watched, and casual comments between individuals before and after public meetings noted.

IN UNOFFICIAL SETTINGS

- **Make no promises on behalf of the Chamber Board**

Board Members will frequently be asked to explain a Board action or to give their opinion about an issue as they meet and talk with constituents in the community. It is appropriate to give a brief overview of Chamber policy and to refer to Chamber staff for further information. It is inappropriate to overtly or implicitly promise Chamber action, or to promise Chamber staff will do something specific.

- **Make no personal comments about other Board Members**

It is acceptable to publicly disagree about an issue, but it is unacceptable to make derogatory comments about other Board Members, their opinions and actions.

- **Remember that Sandusky is a small town**

Chamber Board Members are constantly being observed by the community every day that they serve in office. Their behaviors and comments serve as models for proper deportment in the Sandusky Chamber of Commerce. Honesty and respect for the dignity of each individual should be reflected in every word and action taken by Chamber Members, 24 hours a day, seven days a week. It is a serious and continuous responsibility.

Chamber Conduct with the Media

Chamber Members are frequently contacted by the media for background and quotes.

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- **The President is the official spokesperson for the representative on Sandusky Chamber of Commerce position**

The President is the designated representative of the Board to present and speak on the official Chamber position. If an individual Board Member is contacted by the media, the Chamber Member should be clear about whether their comments represent the official Sandusky Chamber of Commerce position or a personal viewpoint.

- **Choose words carefully and cautiously**

Comments taken out of context can cause problems. Be especially cautious about humor, sardonic asides, sarcasm, or word play. It is never appropriate to use personal slurs or swear words when talking with the media.

It all comes down to respect!

Respect for one another as individuals...respect for the validity of different opinions...
respect for the democratic process...respect for the community that we serve.

Glossary of Terms

Attitude	The manner in which one shows one's dispositions, opinions, and feelings
Behavior	External appearance or action; manner of behaving; carriage of oneself
Civility	Politeness, consideration, courtesy
Conduct	The way one acts; personal behavior
Courtesy	Politeness connected with kindness
Decorum	Suitable; proper; good taste in behavior
Manners	A way of acting; a style, method, or form; the way in which things are done
Point of order	An interruption of a meeting to question whether rules or bylaws are being broken, such as the speaker has strayed from the motion currently under consideration
Point of Personal Privilege	A challenge to a speaker to defend or apologize for comments that a fellow Chamber Member considers offensive.
Propriety	Conforming to acceptable standards of behavior
Protocol	The courtesies that are established as proper and correct
Respect	The act of noticing with attention; holding in esteem; courteous regard