

**Harbor Country®  
Chamber of Commerce  
Bylaws**

**Revised and Amended: September 2008  
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## Harbor Country® Chamber of Commerce Bylaws

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## **ARTICLE I**

### **General**

#### **Section 1: Name**

This organization is incorporated under the laws of the State of Michigan and shall be known as the Harbor Country Chamber of Commerce (the “Chamber” or “HCCC”).

#### **Section 2: Purpose**

The Harbor Country Chamber of Commerce is organized to achieve the objectives of: 1) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing them in city, county, state and national legislative and political affairs; addressing issues which are detrimental to expansion and growth of the business community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business; 2) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting obstacles which prevent the promotion of overall business expansion and community growth.

#### **Section 3: Area**

The geographic region (“Area”) shall include or mean the Southwest Michigan communities of Michiana, Grand Beach, New Buffalo, Three Oaks, Union Pier, Lakeside, Harbert and Sawyer.

#### **Section 4: Trademark**

Harbor Country® is a registered trademark owned by the HCCC, under US Patent & Trademark Office Registration #2587669, effective July 2, 2002. This service mark became incontestable after a verified showing to the US Patent and Trademark Office on July 2, 2007. This trademark recognizes Harbor Country as a named geographic region comprised of the townships of New Buffalo, Chikaming and Three Oaks. This trademark registration must be renewed every ten years, beginning July 2, 2012.

#### **Section 5: Limitation of Methods**

The Harbor Country Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE II Membership**

### **Section 1: Eligibility**

Any person, association, corporation, partnership, sole proprietorship or firm having an interest in the objectives of the organization shall be eligible to apply for membership.

### **Section 2: Election and Classifications of Membership.**

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 the appropriate regularly scheduled investment (dues) as provided in Section 3 of Article II. Membership shall be designated as:

- a. **FULL BUSINESS MEMBER:** This member shall be a business which operates from a location that is located within the Harbor Country Area. This member who is in good standing shall be entitled to all HCCC mailings, participation in HCCC sponsored events, programs, promotions, have one voting right and be entitled to serve on the Board of Directors.
- b. **ADDITIONAL BUSINESS MEMBER:** This member shall be an additional business owned by a Full Business Member which operates from a location that is within the Harbor Country Area. This member, who is in good standing, shall be entitled to all Chamber mailings, and participation in all Chamber sponsored events, programs and promotions. This member shall not have voting rights.
- c. **ASSOCIATE BUSINESS MEMBER:** This class of membership is reserved for an affiliate, associate, or employee of a Full Business Member. This member shall receive HCCC mailings and shall be invited to participate in HCCC sponsored events and programs. Associate Business Members do not have voting rights and cannot serve on the Board of Directors, UNLESS the related Business has submitted in writing to the HCCC official office by certified mail, that this representative from such Business is its voting representative and, as such, would then be eligible to serve on the Board of Directors.
- d. **ASSOCIATE MEMBERS:** This member shall be a non-business supporter of the HCCC such as a resident, second homeowner, non-profit organization, government body, school or church. This member shall receive HCCC mailings and shall be invited to participate in HCCC sponsored events and programs as deemed appropriate by the Board of Directors. This member does not have voting rights and is not entitled to serve on the HCCC Board of Directors.
- e. **NEIGHBOR OF HARBOR COUNTRY:** This member shall be a business located outside the eight (8) communities that comprise Harbor Country. This class of membership shall be granted only with approval by the HCCC Board. This member does not have voting rights and is not entitled to serve on the HCCC Board.
- f. **FINANCIAL INSTITUTION, THEME PARK, CASINO, RESIDENTIAL, COLLEGE and LARGE INDUSTRIAL BUSINESS:** Any of these classifications of membership must be located within Harbor Country. These members shall have the same benefits and rights as a Full Business Member.

- g. **HONORARY ASSOCIATE MEMBER:** This classification of membership is reserved for individuals who have served in the public or private affairs of Harbor Country in a distinctive manner as determined by a petition signed by at least thirty (30) members who have voting rights or by a vote of two-thirds of the members of the HCCC Board. Honorary Associate Members shall not have voting rights and shall not be obligated to pay dues. The Board of Directors may revoke Honorary Associate Membership by a two-thirds vote.
- h. **EX-OFFICIO MEMBER/DIRECTORS** (see below): The President of the Board, with a majority approval of the Board of Directors, may appoint additional, non-voting Directors for a term of no more than one year, concurrent with the President's term of office. Each Ex-Officio Member's/ non-voting Director's appointment should be considered beneficial to the performance of the Board. Such Ex-Officio Directors shall be excluded from Executive sessions of the Board. These Members/Directors shall receive HCCC mailings and shall be invited to participate in HCCC sponsored events as deemed appropriate by the HCCC Board of Directors. The Board of Directors may revoke any Ex-Officio Member/ non-voting Director by a majority vote.

### **Section 3: Investments**

Membership investments (dues) 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. A Member is considered to be "in good standing" if he/she has paid his/her investment/dues by his/her anniversary date.

### **Section 4: Termination (Resignation, Delinquency, Expulsion and Reapplication)**

Provisions which apply to termination or reapplication include: a) Any member may resign from the Chamber upon written notice to the Board of Directors; b) Any member who fails to pay its investment within 60 days after due date shall receive a written notice of delinquency. The Board shall be informed of the delinquent status of the account. Any member who fails to pay its investment within 90 days after the due date shall receive a final notice. Such membership shall be terminated at the next regular meeting of the Board of Directors unless payment is made or extension is granted for good cause by the Board of Directors; c) Any member may be expelled by a two-thirds 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 and d) Reapplication of membership where termination was for non-payment of investment will require: 1) payment of investment still owing from year of termination, 2) payment of investment for current fiscal year and 3) reapplication and acceptance by Board of Directors. In no event shall there be any prorated refund of dues.

### **Section 5: Voting**

In any proceeding in which voting by members is called for, each eligible member in good standing shall be entitled to cast one (1) vote. Voting on all matters including the election of Directors and officers, may be conducted by the same means set forth for giving of notices in Article III Section 4 below.

Proxies to vote may be granted by a member in good standing have voting rights. A proxy shall be granted on a form approved by the HCCC Board and shall be submitted for the meeting at which a vote is to be taken relating to the proxy. Any member in good standing may also nominate an individual to represent such member to exercise the privileges of membership on an ongoing basis. This nominee may be changed upon written notice and proxy to the Board of Directors.

## **Section 6: Orientation**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and Directors, current officers and Directors, Committee Chairpersons, Committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's Policies and Procedures Manual.

## **ARTICLE III Meetings**

### **Section 1: Annual Meeting**

The Annual Meeting of the Corporation shall be held in October of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each qualified member at least ten (10) days before said meeting or published in the Chamber newsletter at least ten (10) days before said meeting. A written financial report on the previous fiscal year shall be presented as well as proposed budget for the current fiscal year. The new members of the Board of Directors shall be sworn in during said meeting.

### **Section 2: Additional Meetings (General Membership, Board, Special and Committee Meetings.)**

General meetings of the Chamber may be called by the President of the Board, or upon petition in writing of any fifty (50) members in good standing with at least ten (10) days advance notice: a) Notice of special meetings shall be given to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the President of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least 24 hours prior to said meeting; c) Committee meetings may be called at any time by the President of the Board, Vice President, or by the Committee's Chairperson(s) upon twenty-four (24) hours notice.

### **Section 3: Quorums**

At any duly called general meeting of the Chamber, a majority of the members present in good standing shall constitute a quorum; at a Board meeting, a majority of the elected or appointed Directors shall constitute a quorum. At Committee meetings, a majority shall constitute a quorum except when a Committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

### **Section 4: Notices, Agenda, Minutes**

Notices, except as set forth otherwise herein, shall be delivered by mail, if given with at least five (5) days advance notice or otherwise may be delivered personally, by chat software, by telephone, by electronic mail, by fax transmission, by e-mail, by video conferencing, by Wiki software or similar verifiable means to the member's or Director's contact information shown in the records of HCCC. Any Director may waive notice of any meeting, before or after the meeting, as provided in these Bylaws. A detailed outline for preparation of agendas and minutes shall be a part of this organization's Policies and Procedures Manual.

**Section 5: Manner of Acting**

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Such actions shall take the form of resolutions and shall be included in the corporate records of the HCCC.

**Section 6: Presumption of Assent.**

A Director of HCCC who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he/she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

**Section 7: Constructive Presence at a Meeting**

A member of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or other electronic media (e.g. Internet, video conference, etc.), by means of which all persons participating in the meeting can communicate with each other at the same time. Participating by such means shall constitute presence in person at a meeting.

**Section 8: Action without a Meeting**

Any action required by law to be taken at any meeting of the Directors of HCCC may be taken without a meeting, so long as such action is consistent with the consent procedures described herein.

**Section 9: Consent Procedures**

Consent procedures are: (1) Action required or permitted to be taken at a Board of Director's meeting may be taken without a meeting if the action receives the affirmative vote of two-thirds of the Board members; The action must be evidenced by one or more written consents describing the action taken and affirmatively signed by two-thirds of the Board members. Electronic signatures are acceptable; (2) Action taken under this Section is effective when the action is affirmatively signed by two-thirds of the Board members unless the consent specifies a different effective date; (3) A consent signed under this Section has the effect of a meeting vote and may be described as such in any document; (4) Any consent resolution which has not received affirmative votes from two-thirds of the Board members or has not received negative votes from two-thirds of the Board members shall be presented for a vote at the next Board meeting; and (5) Modification of the Articles of Incorporation shall not be made with consent resolutions.

## **ARTICLE IV**

### **Board of Directors**

#### **Section 1: Composition of the Board and Terms**

The Board shall endeavor to include members with a diverse set of talents, skills, experience and knowledge. Every effort should be made to provide qualified representation from all of the member communities of Harbor Country with Directors. The Board of Directors shall be composed of no more than eleven (11) and no less than seven (7) members, one-third (1/3) of whom shall be elected annually to serve for a three (3) year term or until their successors are elected and have qualified. Except as specifically provided in the Corporation's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities for the management, governance, control and policy-making of the Corporation's property, activities, finances and affairs shall be vested in the Board of Directors. In addition to the power and authority expressly conferred to it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or the Articles of Incorporation or by these Bylaws required to be taken by some other party. Each Director must: a) be a member in good standing from the Area; b) agree to accept the responsibilities of a Directorship; c) have been a member for at least one (1) year; d) must attend at least ten (10) out of twelve (12) monthly Board meetings unless excused by the Board of Directors; d) must attend Chamber functions including fifty percent (50%) of mixers; and e) be on or chair at least one (1) Committee. (Revised August 25, 2009)

#### **Section 2: Selection and Election of Directors**

##### **A. Nominations by Petition**

In the June membership newsletter the Senior Staff Person or President shall notify membership and Committee chairpersons that the Chamber is seeking candidates for the Board of Directors. All candidates interested in being on the Board, must have petitions signed, including those persons slated by the Nominating Committee, second term Directors and new members in good standing wishing to run. Petitions can be picked up at the Chamber office beginning July 15<sup>th</sup>, and returned by 5 p.m. on the business day prior to August 1<sup>st</sup>. When a petition is picked up, the person interested in running for the Board shall: read and sign a Letter of Intent that contains a) a Board Member's job description; b) obtain a petition to be signed by twenty (20) names of Members in good standing; and c) receive a copy of the Chamber Bylaws.

##### **B. Nominating Committee**

At the regular July Board meeting, the President of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) members of the Chamber. The Committee Members must include:

1. A past President of the Chamber
2. Two (2) current members of the Board
3. Two (2) current general Members in good standing.

If any member declines to be on this Nominating Committee, the President shall select an alternate for representation provided said alternate is a member of the same category being replaced.

The President of the Board shall designate the Chairperson of the Committee. A former Board member

shall be eligible to serve on the Nominating Committee only if he/she fulfilled his/her term obligation while he/she was a former Director.

### **C. Duties of the Nominating Committee:**

The Committee shall seek at least four valid petitioners to fulfill the open Director positions. The Nominating Committee shall validate signatures on petitions. Prior to the August Board meeting, the Nominating Committee shall present to the President a slate of four (4) candidates to each serve a three (3)-year term to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a Directorship. No Board member who has served two consecutive three-year terms is eligible for election for a consecutive third term. A period of one (1) year must elapse before eligibility is restored for prior Board members.

### **D. Determination.**

If no petition is filed or there are up to four candidates with valid petitions for the open positions filed within the designated period, then the nominations shall be closed. Then the Nominating Committee shall fill out and nominate a slate of four (4) candidates, filling vacancies created by Directors whose terms are expiring, and such candidates shall be declared elected by the Board of Directors at its regular September Board meeting, but shall not assume each of his/her membership on the Board until the conclusion of the Annual Meeting in October.

If more than four (4) valid petitions are received, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number of candidates for vacancies only. The President shall mail this ballot to all members in good standing at least ten (10) days before the regular September Board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Board of Directors shall at its regular September Board meeting declare the candidates in order with the greatest number of votes elected as Directors until all vacancies are filled. Such newly declared Directors shall assume their membership on the Board at the conclusion of the Annual Meeting of the members in October.

### **E. Judges.**

At the August Board meeting, the President of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. One will be designated chairperson. Such judges shall have complete supervision of the election should balloting be needed with the general membership, including the auditing of the ballots. They shall immediately report the results of the election to the Board of Directors.

### **Section 3: Seating of New Directors**

All newly-elected and appointed Board members shall be seated at the regular October Board meeting and shall be participating members thereafter.

### **Section 4: Vacancies**

If a Board member is unable to fulfill his/her three (3) year term and submits a signed resignation; is otherwise removed pursuant to these Bylaws, is incapacitated or is otherwise unable to serve, the Board shall appoint a successor from the general Membership to fulfill such term until the next regular election. A member of the Board of Directors who shall be absent on an unexcused basis from three (3) regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless: a) confined by illness or b) have an other absence approved by a majority vote of those voting at any meeting thereof. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

### **Section 5: Policy**

The Board of Directors is responsible for establishing procedure and formulating policy of the organization, its committees and divisions. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy & Procedure Manual held at the Chamber offices and available during regular business hours to any member. Such policies and procedures shall be reviewed annually and revised as necessary.

### **Section 6: Management**

The Board of Directors shall employ individuals for those positions it deems necessary from time-to-time and shall fix the salary and other considerations of employment. The Board of Directors shall define the duties and responsibilities of the senior staff in the Policy and Procedures Manual and shall no less than annually conduct written performance appraisals.

### **Section 7: Indemnification**

- A) *Nonderivative Actions.* Subject to all of the other provisions of this Section, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the Corporation). Such indemnification shall apply only to a person who was or is a Director or officer of the Corporation or who was or is serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.
- B) *Derivative Actions.* Subject to all of the provisions of this Section, the Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor because (a) the person was or is a Director or officer of the Corporation, or (b) the person was or is serving at the request of the Corporation as a Director, officer, partner,

trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

- C) *Expenses of Successful Defense.* To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (A) and (B) above of this Section 7, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Section.
- D) *Contract Right; Limitation on Indemnity.* The right to indemnification conferred in this Section shall be a contract right and shall apply to services of a Director or officer as an employee or agent of the Corporation as well as in such person's capacity as a Director or officer. Except as provided in Section 7 (D), the Corporation shall have no obligations under this Section to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.
- E) *Determination That Indemnification Is Proper.* Any indemnification under Sections 7 (A) or 7 (B) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 7 (A) or 7 (B), whichever is applicable. Such determination shall be made in any of the following ways:
  - (a) By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit, or proceeding.
  - (b) If the quorum described in clause (a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
  - (c) By independent legal counsel in a written opinion.
- F) *Proportionate Indemnity.* If a person is entitled to indemnification under Sections 7 (A) or 7 (B) hereof for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- G) *Expense Advance.* Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 7 (A) or 7 (B) hereof may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.
- H) *Nonexclusivity of Rights.* The indemnification or advancement of expenses provided under this Section is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

- I) *Indemnification of Employees and Agents of the Corporation.* The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Section with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.
- J) *Former Directors and Officers.* The indemnification provided in this Section continues for a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.
- K) *Insurance.* The Corporation shall purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee, or agent of the Corporation, or (b) was or is serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this Section or the laws of the state of Michigan.
- L) *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this Section, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change.

### **Section 8: Ex-Officio Directors**

The President of the Board, with a majority approval of the Board of Directors, may appoint additional, non-voting Directors for a term of no more than one year, concurrent with the President's term of office. Each Ex-Officio non-voting Director's appointment should be considered beneficial to the performance of the Board and the Chamber. Such Ex-Officio Directors shall be excluded from Executive sessions of the Board. The Board of Directors may revoke any Ex-Officio Member non-voting Director by a majority vote.

## **ARTICLE V Officers**

### **Section 1: Determination of Officers**

The Board of Directors (new and retiring) at its regular September meeting shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate a slate of officers each year. Additionally other nominations for officers are welcome and shall be taken from the existing "old" Directors. At this meeting, the Board shall elect the President of the Board, the Vice-President, the Treasurer, and the Secretary. Officers will be elected from members of the existing "old" Board by a majority vote. All Officers shall take office at the conclusion of the Annual Meeting in October and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors. Any Officer elected or appointed by the Board of directors may be removed by the Board by a majority vote.

### **Section 2: Duties of Officers**

**A. President of the Board.** The President shall serve as the Chief Elected Officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee and be an ex-officio member of all committees. The President of the Board shall, subject to Board approval assign Board members to committee responsibilities. The President shall be responsible for supervision of the Chief Staff position.

**B. Vice-President.** The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. At the President's request, the Vice-President shall supervise standing committees.

**C. 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 and/or President or as set forth in the Policies and Procedures Manual. The Treasurer shall prepare a monthly financial report to be made to the Board.

**D. Secretary.** The Secretary shall: 1) Keep the minutes of the Board of Directors meetings, the Annual Meeting and other special meetings of the Board or Chamber in books provided for this purpose; 2) See that all notices are given in accordance with the provisions of these Bylaws or as required by law; 3) Keep a register of the mailing address of each member of the Chamber which shall be furnished by each member; 4) In general perform all duties incident to the office of Secretary and such other duties as from time-to-time may be assigned by the President or by the Board of Directors.

**E. Senior Staff Person.** The Senior Staff Person (a non-officer) shall be responsible for supervising the function of the Chamber office. This person will be given directions from the President and Board of Directors, who he/she will be report to directly. This person's job description will be compiled by the Board and reviewed no less than annually.

### **Section 3: Executive Committee**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the President of the Board, the Vice President, the Treasurer and the Secretary. The President of the Board will serve as Chairperson of the Executive Committee.

## **ARTICLE VI Committees and Divisions**

### **Section 1: Appointment and Authority**

The President of the Board, with the approval of the Board of Directors, shall appoint all Committees and Committee Chairpersons. The President of the Board may appoint such ad hoc committees and their chairpersons as deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the President of the Board and shall serve concurrent with the term of the appointing President of the Board, unless a different term is approved by the Board of Directors. It shall be the function of each Committee 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. The following designated Committees shall be standing Committees formed each and every year by the Board:

1. Economic Development
2. Government Relations
3. Membership

4. Partnership in Education for Tomorrow
5. Community Development
6. Marketing, Harbor Country Guide
7. Internet & Technology
8. Intellectual Property Advisory
9. Finance
10. Bylaws, Policies and Procedures

## **Section 2: Divisions**

The Board may create divisions, departments, bureaus or councils as it deems advisable and shall authorize and define their powers and duties with an annual review and approval of all of their activities and proposed programs.

## **Section 3: Limitation of Authority**

A Director may serve as a chair of any standing Committee, and shall be appointed to serve on at least one Committee. General members may serve as chairs and/or members of any standing Committee. No action by any member, Committee, and 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. Any additions or eliminations to the Standing Committees shall be by a majority vote of the Board of Directors.

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber.

# **ARTICLE VII**

## **Finances**

### **Section 1: Funds**

Monies paid to the Chamber or collected under the auspices of the Chamber shall be placed in a general operating fund or other accounts as deemed necessary by the Board.

### **Section 2: Disbursements**

Upon approval of the budget, the President, the Treasurer, one other officer and authorized staff are authorized to make disbursements on accounts and expenses provided for in the budget approved by the Board of Directors. Disbursement shall be by check and/or authorized Debit card for electronic accounts/services.

**Section 3: Fiscal Year**

The fiscal year of the Chamber shall close on August 31st.

**Section 4: Budget**

The Board of Directors shall approve an operating budget at the regular September Board meeting

**Section 5: Annual Audit**

The accounts of the Chamber shall be audited no less than every three years (starting with the three year period from September 1, 2009 through August 31, 2012) as of the close of the fiscal year's business, August 31<sup>st</sup> by an independent auditor who shall examine and audit the books of the Corporation and report its findings to the Finance Committee and the Board. A copy of the audit shall at all times be available to members of the Corporation within the offices of the Chamber.

**Section 6: Bonding**

Such officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

## **ARTICLE VIII Conflict of Interest**

**Section 1: Statement of Policy**

It is the policy of the Corporation that all officers, Directors, Committee members and employees of the Corporation shall avoid any conflict between their own respective individual interests and the interests of the Corporation, in any and all actions taken by them on behalf of the Corporation in their respective capacities.

**Section 2: Procedure in the Event of Potential Conflict of Interest**

In the event that any officer, Director, Committee member or employee of the Corporation shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the Corporation, such officer, Director, Committee member or employee shall give the Board of Directors notice of such interest or relationship and shall thereafter refrain from voting or otherwise attempting to exert any influence on the Corporation, its Board of Directors, or its Committees, to affect its decision to participate or not to participate in such transaction. Discussion and voting shall only take place in the physical absence of the Director or officer in question.

## **ARTICLE IX Dissolution**

**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.

## **ARTICLE X Procedures**

### **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 Articles of Incorporations or Bylaws of the Chamber.

## **ARTICLE XI Amendments**

### **Section 1: Revisions**

These Bylaws may be amended, altered, repealed or new bylaws adopted as deemed necessary or desirable by a majority vote of the Board of Directors or by a majority of the qualified members at any regular or special meeting of the Board or Chamber, respectively, provided that the notice for such meeting is given in accordance with any notice requirement for such meeting and includes the terms of the proposals.

The Bylaws of the Chamber shall be reviewed annually or, as directed by the Board of Directors.

**Revised and Amended: August, 2009**

**Revised and Amended: September, 2008**

**Effective Date: October 19, 2008**