

## BY-LAWS- Revision Proposal 2017

### INDIAN RIVER RESORT REGION CHAMBER OF COMMERCE

#### MISSION STATEMENT

The Indian River Resort Region Chamber of Commerce (IRCC) is organized for the purpose of Encouraging economic development, **promotion of its member organization to the public**, while promoting and preserving our natural resources; fostering integrity, good faith and equitable principles in business.

#### PREAMBLE

Whereas, **Indian River** community derives its living primarily from the resort business; whereas, the Chamber of Commerce is the official organization of the business community and the means through which all resort business and all civic improvements are promoted and fostered; and whereas, all members of the business community should be members of the chamber of commerce in equal standing; and whereas, the business community is constructed as embracing the Indian River (*Resort*) Region and trading areas; now, therefore, be it resolved that a corporation be formed known as the Indian River Resort Region Chamber of Commerce, incorporated and the following by-laws be adopted.

#### BY-LAWS ARTICLE ONE - NAME

**Sec. 1** The name of this corporation shall be the Indian River Resort Region Chamber of Commerce, Inc. located @ 3435 S. Straits Hwy, Indian River, MI. 49749. **The fiscal year for the corporation is January 1 to December 31 of each year**

#### ARTICLE TWO - PURPOSE

**Sec. 1** "The Indian River Resort Region Chamber of Commerce, Inc. is organized for the purpose of encouraging economic development, while promoting and preserving our natural resources; fostering integrity, good faith and equitable principles in business.

**Sec. 2** Limitations of Methods. The Chamber shall observe all local, state and federal laws, which apply to all non-profit organizations as defined in section 501(c)(6) of the United States Internal Revenue code. The Chamber shall be nonpartisan and non-secretarian. No substantial part of its activities includes propaganda or other attempts to influence legislation. The chamber

is not or does not plan to intervene or participate in any political campaign on behalf of any candidate for public office.

### **ARTICLE THREE – MEMBERSHIP**

**Sec. 1** All reputable persons, associations, corporations, partnerships, entities or estates, which are in agreement with the objectives of the Indian River Resort Region Chamber of Commerce, Inc. (The “Chamber”), shall be eligible and may subscribe to membership. The Board of Directors shall be the judge of the eligibility for membership.

**Sec. 2** Membership shall consist of SIX (6)) classes, namely: Primary Business Member, Secondary Business Member, Dual Member, Primary Non-Profit Member, Associate Member and Honorary Member.

**Sec. 3** Each class of membership shall be described as follows:

(A) A Primary Business Member shall include, but not necessarily limited to, factories, manufacturing, wholesalers, retailer, contractors, hotels, utilities, banks, professional persons and businesses of all kind, who desire to take a full and active part in the efforts and affairs of the Chamber.

(B) A Secondary Business Member shall include any business owned by a Primary Business Member and operated separate and apart from the business of the Primary Business Member.

(C) A Dual Member shall include all existing members-in-good-standing of other chambers of commerce, who desire to take a full and active part in the efforts and affairs of this Chamber.

(D) A Primary Non-Profit Member shall include entities which are formed to engage in full time business activities and are organized as non-profit businesses and recognized as such by state or federal law. **Those non-profits organizations joining as a single membership may designate a representation and have one vote as that organization and as an organization entitles to all information to their members.**

(E) An Associate Member shall include (1) non-profit organizations which are not actively engaged in full time business activity, and (2) individuals currently or formerly engaged in business activity who wish to continue to avail themselves of the programs and activities of the Chamber, or wish to contribute their knowledge and experience to the Chamber and its programs. **Those non-profits organizations joining as a single membership may designate a representation and have one vote as that organization and as an organization entitles to all information to their members.**

(F) An Honorary Member shall have the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

**Sec. 4** The Board of Directors may, at its discretion and subject to majority vote, implement Trial Memberships as part of formal membership drives. Trial memberships shall be

offered to first time Chamber members as an inducement to join the Chamber. Dues for Trial Memberships shall equal one-half (½) of the membership dues applicable to the class of membership for which the trial member qualifies. Trial Memberships shall apply only to the first annual period for which dues apply.

**Sec. 5.** All classes of membership **dues billing is annually on September 1 of each year.** All classes of membership shall enjoy all of the rights and privileges of the Chamber, except that members who are delinquent in the payment of their dues **by 30 days** shall have no rights of membership until such time as such delinquent dues are paid in full. Each membership **category** shall be entitled to one (1) vote, by the member or his/her/its duly authorized representative which designation must be made in writing and delivered to the Chamber not less than thirty (30) days before any scheduled vote.

**Sec. 6** The amount of membership dues for each class of membership shall be set by majority vote of the Board of Directors from time to time. Dues shall apply to a twelve (12) month period and shall be paid annually, semiannually or quarterly, depending upon the desire of the member and the approval of the Board of Directors.

**Sec. 7** Chamber membership may not be transferred upon a sale, assignment or other conveyance of the member business.

**Sec. 8** Any member more than **thirty (30) ~~ninety (90)~~** days past due in the payment of its dues then payable **on anniversary date of September 1 of each year** , may forfeit his/her/its membership until such time as dues are paid to reinstate the membership. No member may be expelled, **except by non-dues payment**, without the opportunity to a hearing before the Board of Directors at a proposed time and place after a reasonable notice. A three-fourths vote of all Directors present shall be necessary to expel a member. An expelled member shall have the right to appeal to the entire Chamber membership and upon his/her/its written request he/she/it must be allowed to make an appeal at the next annual or special meeting.

**Sec. 9** Every resignation from the Chamber must be in writing accompanied by a remittance in full for all dues to the date of such resignation. The resignation or expulsion of a member shall terminate his/her/its membership. The termination of a membership shall result in the forfeiture of all interest of the member in and to the property of, and the cooperation, of the Chamber.

#### **ARTICLE FOUR – MEETINGS & VOTING**

**Sec. 1** The Board of Directors shall provide for an annual meeting of the Chamber each year that shall be held on a date within the month of December **and set by the Board.**

**Sec. 2** The Board of Directors may provide for holding special membership meeting whenever it may be considered necessary or desirable. The Board of Directors shall call a

membership meeting upon petition therefore signed by not less than ten (10) percent of the active membership **or by ¼ vote of dually elected and severing Board members.**

**Sec. 3** At all membership meetings (10) percent of the voting members in good standing and current in their dues shall constitute a quorum. In any proceeding in which voting members are called for, each active member **category** shall be entitled to one vote.

**Sec. 4** Notice of both the annual and special meetings shall be given to each member at least 30 days in advance for the annual meeting and 5 days in advance for special meetings. Agendas will be provided **at least 30 days in advance** prior to the **annual** meeting **and 5 days in advance for special meetings.** Minutes will be prepared from all meetings **and available to the membership upon request.**

**Sec. 5** At any meeting of members, a member entitled to vote, may vote by proxy executed in writing by the member or by his duly authorized attorney in fact, delivered by mail, phone, fax, or e-mail. No proxy shall be valid after two months from the date of its execution, unless otherwise provided in the proxy.

**Sec. 6** Where directors or officers are to be elected by members, such election may be conducted by mail, e-mail or in such a manner that the Board determines.

## **ARTICLE FIVE - BOARD OF DIRECTORS**

**Sec. 1** The Government of the Chamber, the direction of its work and the control of its property shall be vested in a board of Directors.

**Sec. 2** The Board of Directors shall consist of not less than nine (9) and not more than eleven (11) Members who shall be elected by the Members at the Annual Meeting of members as provided in Article 5. The Board of Directors shall elect the following officers who shall serve for one (1) year terms: A President, 1st Vice-president, 2nd Vice President, Treasurer and Secretary. Each director must be a duly authorized representative of a member-in-good-standing of the chamber.

**Sec. 3** The election of the Board of Directors shall take place annually by a ballot mailing to the General membership, those directors elected should serve for a two (2)-year term. Except in 1994, where terms may be 1, 2, or 3, year terms to establish a three-year rotation. Term limit would be limited to three two (2) year consecutive terms. Once elected, the Board of Directors shall elect for 1 year terms, a President, 1st Vice-president, and a 2nd Vice-president.

**Sec. 4** Directors of this Chamber shall be nominated as follows:

- (A) ~~The Executive Director~~ **A nominating Committee and chairperson shall be appointed by the Board 60 days prior to the annual meeting and election for the purpose of interviewing and nominating proposed directors or to fill any vacancy on the board. The Nominating committee shall present 30 days prior to the annual meeting and elections a slate of proposed candidates to the**

board, ~~a slate of candidates for the respective offices to be filled~~. When recruiting new directors, an effort will be made to equally represent characteristics of the business community.

(B) No board member who has served three (3) consecutive two (2) year terms is eligible for election to a fourth term. A period of one (1) year must lapse before eligibility is restored.

**Sec. 5** Those persons receiving the highest number of votes for the respective office shall be declared elected. In the event of a tie for any office, a run-off election between tying candidates shall then and there be conducted. In case the tie is not broken on the second ballot, it shall be determined by lot.

(A) At its first regular meeting the Directors shall elect from the Board of Directors Members the officers provided in article five, section two.

(B) The Presidential nominees shall have served at least one year on the Board of Directors.

**Sec. 6** The Board of Directors shall meet at least once a month subject to the call of the President. Absence from three (3) consecutive regular meetings without an excuse deemed valid **by the Chamber President** and so recorded by the Board of Directors shall be construed as a resignation.

**Sec. 7** Vacancies on the Board of Directors shall be filled by the remaining members of the Board within **ninety (90) ~~thirty (30)~~** days from the occurrence of such vacancy.

**Sec. 8** A majority of the **elected** Board of Directors shall constitute a quorum at any meeting of such board.

**Sec. 9** Any matter properly brought before any meeting of Directors shall be acted upon by vote of each Director with the majority of those **attending and** voting constituting acceptance or rejection thereof. Action of the Directors may be taken without a meeting by the President or Executive Director electronically disseminating to each Director at their registered email address, **mailing address, Text messaging or fax of** an complete summary of the subject matter to be addressed, along with an explanation of why the matter cannot wait for consideration at the next regular Board of Directors' meeting, and a request to vote on the matters **by other means described above electronically**. The President or Executive Director shall tally the votes and advise each Director electronically of the results thereof **and minutes filed and distributed**.

## ARTICLE SIX - OFFICERS

**Sec. 1** The President shall preside at all meetings of the Chamber and the Board of Directors and perform all other duties incident to the office. The President will be an ex-officio member of all committees. The President **will preside** at the Annual Meeting of the Chamber and such other times as may deem proper, commend to the membership or the Board of Directors

such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

**Sec. 2** The 1st Vice-president shall act in the absence or disability of the President.

**Sec. 3** The President shall appoint a recording secretary, who shall be responsible for the preparation and distribution of the minutes of all regular and special board meeting. The minutes shall provide ~~detailed~~ information covering discussions of any motions and action items.

**Sec. 4** The Board of Directors shall appoint a treasurer, who shall oversee and review the funds of the Chamber and shall assure accurate records of all the finances of the Chamber. He/she shall report the financial standings of the chamber to the Board of Directors at all their meetings; and shall oversee the preparation and submission of a complete financial statement at the Annual Meeting. The treasurer will assure all monthly, quarterly and annual tax liabilities, reports and filings are made. The Board of Directors may, at its discretion, require him/her to give acceptable bond in such sum as the Board may determine for the faithful performance of his/her duties, said cost of bond to be paid by the Chamber.

**Sec. 5** At the discretion of the Board of Directors, the office of recording secretary and treasurer may be combined.

**Sec. 6** The Board of Directors may employ an executive director who shall be the Chief administrative officer of the Chamber, and who shall serve at the pleasure of the Board of Directors. It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communications and maintain an accurate record of the activities of the Chamber and all committees. The executive director shall a) submit a written report of the year's work at the close of each fiscal year; b) have general supervision over all employees of the Chamber; and c) shall perform such other duties as may be incident to his/her office, subject to the direction of the Board of Directors. At the expiration of term of office, the executive director shall deliver to the Board of Directors, all books, papers and property of the Chamber.

**Sec. 7** Indemnification. A volunteer Director, as defined by MCLA 450.2110(2) shall not be personally liable to the chamber, its members or any other entity for monetary damages or breach of Director's fiduciary duty arising under applicable law. However, this section shall not eliminate or limit the liability of the Director for any of the following:

1. A breach of the Director's duty of loyalty to the chamber or it's members;
2. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law;
3. A violation of MCLA 450.225(1) of the Michigan Non-Profit Corporation Act;
4. A transaction from which the Director derived an improper personal benefit;
5. An act or omission that is grossly negligent.

(A) Indemnification of Directors, Officers, Committee Members of the Chamber. To the fullest extent permitted by the Michigan Non-Profit Corporation Act, and the manner specified in and subject only to the limitations stated in that statute, the

Chamber shall indemnify all Directors, Officers, Committee Members and agents of the Chamber who are party to or are threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, or whether formal or informal, by reason of the fact that any such person is or was a Director, Officer, Committee Member, or agent of the Chamber, against expenses, attorney fees, judgments, penalties, fines, and amounts paid in settlements, actually and reasonably incurred by such person in connection with any such action, suit, or proceeding.

## **ARTICLE SEVEN - COMMITTEES**

**Sec. 1** The Board of Directors shall authorize and define the powers and duties of all committees.

**Sec. 2** The President shall appoint all committees, subject to confirmation by the Board of Directors. The President may refer matters brought before him/her to a proper committee of the Board.

**Sec. 3** No action by any member, committee, task force, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chairperson of the board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

## **ARTICLE EIGHT - FINANCES**

**Sec. 1** Except as hereinafter provided, no disbursements of the funds of the Chamber shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors or as stated in Section 2 of this article. All Disbursements shall be made by check. Checks shall be signed by an authorized officer.

**Sec. 2** The Executive Director shall be responsible for the routine business of the Chamber. The Executive Director has the authority to process disbursements for necessary expenses based upon the adopted budget or revised budgets as authorized by the board. Any disbursements or withdraws shall require two authorized signatures for amounts over \$350. The President may grant to any committee a reasonable amount of money for special work, provided such amount shall be on hand in the treasury and shall not exceed the budget allowance for such work as previously ordered by the Board.

## **ARTICLE NINE - BUDGET**

**Sec. 1** The President shall appoint a budget committee at the December board meeting, who shall compile a budget of estimated income and expenses and submit it to the Board of Directors. As passed by the board, with or without modifications, this budget shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without the consent of the Board of Directors.

#### **ARTICLE TEN - FISCAL YEAR**

**Sec. 1** The fiscal year shall begin on the 1st day of January and shall end on the 31st day of December of each year.

#### **ARTICLE ELEVEN - PARLIAMENTARY PROCEDURE**

**Sec. 1** The Proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules, subject to such other rules and regulations the Board of Directors may from time to time adopt, either modifying, changing or supplementing such rules.

#### **ARTICLE TWELVE - AMENDMENTS**

**Sec. 1** These by-laws may be amended or altered by a two-thirds (2/3) vote of those members present and voting thereon at any regular meeting of the Chamber of Commerce, provided that notice of the proposed amendment or amendments have been provided to each active member not less than ten (10) days prior to such meeting.

#### **ARTICLE THIRTEEN - EFFECTIVE DATE**

**Sec. 1** These by-laws shall take effect and be in force in all respects from and after the adoption thereof by the membership; provided that the officers and directors last elected prior to the adoption hereof, shall continue as such officers and directors until the next annual meeting and election required herein and further provided, that by the adoption hereof the membership confirms to all respects the election of the present officers and directors last held.

#### **ARTICLE FOURTEEN – DISSOLUTION**

**Sec. 1** On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the organization, distribute all remaining assets of the organization to one or more of the following recipients as the board of Directors of the organization shall determine:



**Sec. 2** A non-profit organization or organizations, which may have been created to succeed the organization, as long as such organization or each of such organizations shall then qualify as a non-profit organization under section 501(c)(3) of the Internal Revenue Code.

Revised: **11/01/10**