

CHARLOTTE AREA CHAMBER OF COMMERCE
BY-LAWS
(As Amended, 07/18/2012)

ARTICLE 1
NAME

This Chamber of Commerce shall be known as the Charlotte Chamber of Commerce with principal offices in Charlotte, Michigan, as incorporated under the laws of the State of Michigan as a not for profit corporation.

ARTICLE 2
PURPOSE AND PHILOSOPHY

The mission of the Charlotte Chamber of Commerce is to promote a climate that is favorable for the vibrancy of the community through collaboration, leadership and service. The Vision Statement is: Success of all current and potential Charlotte area businesses and organizations.

This corporation shall observe all local, state and federal laws which apply to non-profit organizations as defined in Section 501© (6) of the Internal Revenue Code and will not be governed by restrictions based on race, creed, color, sex, handicap, age or political party.

ARTICLE 3
MEMBERSHIP

Section 1 MEMBERSHIP

Any person, association, corporation, partnership or estate within the Charlotte area may subscribe to membership in the Charlotte Chamber of Commerce. Individual membership is available.

Section 2 Eligibility

Any person, firm, association or corporation interested in the general welfare of the City of Charlotte and the surrounding area shall be eligible to membership in the Chamber of Commerce. They may be elected at any meeting of the Board of Directors and shall pay a membership fee as determined by the Board of Directors.

A full year's membership fee shall be collected from new members joining in July, August, and September. Membership will be prorated after that date. April, May and June will be required to a full year's membership fee which will pay them ahead for the entire following fiscal year. Fiscal year is July 1 - June 30.

A new member is defined as being any person, firm, association or corporation not having previously belonged to the Charlotte Chamber of Commerce. Previous members renewing their memberships are expected to pay the full membership regardless of what month they renew in the fiscal year.

Each firm, corporation or association may designate an executive member or representative who shall represent its membership in the Chamber and shall have the right at any time to change its representative upon written notice to the Chamber of Commerce.

Section 3 Dues

The Board of Directors shall set such dues as may be prescribed from time to time and shall be payable annually on July 1st of each year or under such other conditions as may be agreeable in the sound discretion of the Board of Directors.

Section 4 Voting Rights and Proxy

Every member of the Charlotte area Chamber of Commerce in good standing shall be entitled to one (1) vote in any election. Any member may, by a written proxy and delivered to the Chamber office in advance, appoint an agent to represent them in chamber business.

Section 5 HONORARY MEMBERSHIP

Any person upon a two-thirds vote of the directors may be admitted to honorary membership. Such member shall have all the rights and privileges of active members except the right to vote, and shall be exempt from all fees and dues.

Section 6 INDIVIDUAL MEMBERSHIP/Support Membership

Individual Membership/Support Membership

Any person can become an individual member of the Chamber, providing they are not actively employed by or own a non-member firm, association or corporation. Support Membership shall have all the rights and privileges of active members except the right to vote, or to hold office. __

Section 7 ELECTION of Members

Members may be elected at any meeting of the Board of Directors. Application of membership shall be in writing on a form specified by the Board of Directors. Application for membership shall be submitted to the Board of Directors where an affirmative vote of two-thirds of the Directors shall be required for approval. Membership approved by the Board will start upon payment of the prescribed membership dues

Section 8 Resignation or Cancellation of Membership

Any member may be expelled by the Board of directors by a two-thirds (2/3) vote of the entire membership of the Board of directors for non-payment of dues; or after written notice and an opportunity to respond, for engaging in an illegal activity or engaging in other conduct which is unbecoming of a member. Upon receiving notice a member shall have 10 days to respond in writing to the Board of Directors before the board takes action.

Any member, upon written request addressed to the Board of Directors, may resign from the Chamber of Commerce. In the event of the death of a member, the Board of Directors shall cancel his pledge. In the event of the removal of a member from the vicinity, or in consideration

of business changes or reverses, the Board of Directors may cancel his pledge. If the resignation occurs on the Board of Directors, the remaining time of the board member term may be filled by appointment by the Board of Directors, after recommendation by the President.

ARTICLE 4 MEMBERSHIP MEETINGS

Section 1 REGULAR & SPECIAL MEETINGS

The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable. The Board of Directors shall call a membership meeting upon petition signed by not less than ten percent of the members.

Section 2 ANNUAL MEMBERSHIP MEETING

The annual meeting of the members shall be held at such other time and place as may be determined by the Board of Directors. Notice thereof shall be sent to each member at least ten (10) days in advance of the said annual meeting.

(a) A special meeting of members may be called at any time by the President; or shall be called upon the request of one-third of the Directors, or whenever thirty (30) members make such a request to the Secretary.

(b) Notice of the purpose, time and place of any of the above meetings must be made to members at least ten (10) days prior to such meeting.

Section 3. Quorums

The following rules pertain to quorums:

(a) At any duly called general meeting of the Chamber, fifteen (15) members shall constitute a quorum.

(b) At any regular meeting of the Board of Directors, a majority of the Board of Directors shall constitute a quorum.

ARTICLE 5 BOARD OF DIRECTORS

Section 1. Management of Chamber

The business of the Chamber shall be under the direction and control of a Board of Directors,

one of which should be the immediate past president. However, if the immediate past president shall fail to complete their term, they shall not be replaced on the Board of Directors.

Section 2 COMPOSITION OF THE BOARD

The Board of Directors shall be composed of 9 to 12 members, one-third (1/3) of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified.

The President and Treasurer may serve 2 year terms. All other officers shall serve 1 year terms. The last Immediate Past President shall remain on the Board of Directors for one year beyond his/her term of office.

Section 3 Election Procedure

As many as four directors shall be elected annually to serve for a period of three years or until their successors are elected and qualified. Directors must be principals, associates or employees of members of the Chamber of Commerce, in good standing, and only one director may represent a member firm at the same time.

Section 4. Nomination of Director Candidates

A. Nominating Committee: At the regular September Board meeting the President shall designate a Nominating Committee of 3 members of the Chamber and appoint its Chairperson. Prior to September 20th, the Nominating Committee shall present to the Executive Director a slate of candidates equal to the number of vacancies to fill for the next year. Each candidate must have agreed to accept the responsibility of a Directorship.

B. Publicity of Nominations: Upon receipt of the report of the Nominating Committee, the Executive Director shall immediately notify the membership of the names of persons nominated as candidates for Directors and the right to petition.

C. Nominations by Petition: Additional names of candidates for directors can be nominated by petition bearing the signatures from at least 10 members of the Chamber. Such petition shall be filed with the Nominating Committee within 10 days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petitions shall be final.

D. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular November meeting. If a legal petition presents additional candidates, the names of all candidates will be placed on a ballot and mailed to the membership at least 15 days prior to the Board's November meeting. The Board of Directors shall at its regular November meeting declare the candidates with the most votes elected to the vacancies for the next year.

Section 5 Annual Reorganization

An annual reorganization of the Board shall occur at the Board's regular December meeting with

both outgoing and new Board members present. At this meeting the Board members for the succeeding year will elect a President, Vice President and Treasurer. Further, this meeting is to grant authority for writing checks for the coming year and the date when these signatures are valid.

Section 6 Authority of the Board of Directors

The Board of Directors shall have the following general powers:

- (a) The general management and control of the business and affairs of the Chamber.
- (b) Prescribe such rules and regulations for the conduct and governments of the Chamber, not inconsistent with these By-laws, nor contrary to law.
- (c) Invest and borrow such money as may be necessary to transact the business of the Chamber.
- (d) Designate one (1) or more depositories for the Chamber funds.
- (e) Only with a full 2/3 majority of the full Board of Directors, shall the Chamber be allowed to purchase real property or enter into real estate transaction.
- (f) Appoint an Executive Director for day to day management of the Chamber. Approve the salary or compensation of the executive director.
- (g) In conjunction with the Executive Director, cause the preparation of reports necessary to keep the members informed of the Chamber's goals, programs and effort.

Section 7 Annual Reorganization

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Section 8 VACANCIES on the Board of Directors

A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board of Directors may be dropped from membership on the Board, unless confined by illness or 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, at the recommendation of the President.

Section 9 DUTIES

Section 9A
Other Officer's Duties

A. President: The President shall preside at all meetings of the Board and the membership, shall designate the time and place for special meetings, shall cause the Executive Director to issue call therefore and shall perform the duties generally imposed upon the President of a Chamber of Commerce. The President shall have authority to sign checks issued by the Chamber. Per Article 7 Section 1.

B. Vice President: The Vice President shall perform the duties of the President in the event of the absence or inability of the President to serve. In the event of a vacancy in the office of President, the Vice President shall fill the vacancy for the remainder of the unexpired term.

C. Treasurer: The Treasurer shall be the custodian of all funds of the Chamber and shall present a monthly financial report to the Board of Directors and an annual 990 and quarterly financial report to the appropriate government authorities. The Board of Directors shall be informed of these actions as they occur. The Treasurer shall have authority to sign checks issued by the Chamber.

D. Past President: The Past President shall serve as historian for the Executive Committee and will serve in any capacity deemed necessary by the Board of Directors.

Section 9 B Duties of Executive Director

The principal executive office shall be the Executive Director, who shall be employed by the Board of Directors. The Executive Director shall act under the direction and supervision of the Board of Directors. The Executive Director shall employ and supervise the employees of the Chamber, conduct the routine activities of the Chamber, maintain proper public relations, keep membership and financial records, and be in general charge of the activities of the Chamber. The Executive Director shall serve as Secretary to the Board and to its committees and prepare notices, agendas and minutes of meetings. The Executive Director shall have authority to sign checks issued by the Chamber. The compensation of the Executive Director shall be determined by the Board of Directors.

Section 10 MEETINGS

Regular meetings of the Board of Directors shall be held at the office of the Chamber of Commerce, or any other place in the City of Charlotte to be designated by notice each month on such day as the Board may determine.

Special meetings of the Board of Directors may be called at any time by the President, Executive Director, three Directors or 10% of the members of the Chamber. A majority of the Board of Directors shall constitute a quorum at any meeting.

Section 11 POLICY

The Board of Directors is responsible for establishing procedure and formulating policy for the

organization. They are also responsible for adopting all policy for the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

ARTICLE 6

Section 1 INDEMNIFICATION

The Chamber has resolved that each person who is or was a director or an officer of this Corporation shall be indemnified by the Corporation to the fullest extent permitted by the corporation laws of the State of Michigan, as they may be in effect from time to time. This Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the laws of the State of Michigan.

Section 2 SELECTION AND ELECTION OF DIRECTORS

Directors who have served two consecutive three-year terms are not eligible for election for a third term. A period of one year must elapse before eligibility is restored.

Section 3 Specific Fund Uses

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws. No part of Chamber funds shall be distributed to the membership. On dissolution of this Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational or community service clubs as selected by the Board of Directors.

ARTICLE 7 DISBURSEMENTS

The receipts from Membership dues and other sources, when the disposition thereof is not specifically designated, shall constitute the general fund of the organization, from which all fixed charges for the maintenance and conduct of the organization, and other expenses regularly incurred by the Chamber in the prosecution of its work, shall be paid. All disbursements of the funds of the Chamber shall be subject to review of the Board of Directors. All disbursements shall be made by check, which shall be signed by any two of the following four: President, Vice President, Treasurer, and Executive Director.

ARTICLE 8 COMMITTEES

Section 1 Authority

The Board of Directors shall authorize and define the powers and duties of all committees. The Director and/or the President shall appoint all committees, subject to confirmation by the Board of Directors.

Section 2 Funds

All funds of the Chamber shall be deposited immediately or as soon as practical, the credit of the Chamber. The Board of Directors may accept on behalf of the Chamber, any contribution or gift. Upon acceptance the gift or contribution will become Chamber funds or property.

Section 3 Disbursements

The Executive Director is authorized to make disbursements on accounts and expenses as incurred for the operation of the Chamber office or as otherwise directed by the Board of Directors.

Section 4 Availability of Records

The Chamber shall keep, at its principal office, correct and complete books and records of accounts and also minutes of the proceedings of the Board of Directors, as well as names and addresses of its members.

ARTICLE 9
FISCAL YEAR

The fiscal year shall end the 30th day of June and begin July 1 of each year.

ARTICLE 10
PARLIAMENTARY PROCEDURE

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE 11
AMENDMENTS

Section I These by-laws may be repealed or amended, or new by-laws may be adopted, by the Charlotte Chamber of Commerce vote or written assent of a majority of the member respondents of this organization entitled to vote.

ARTICLE 12

The Board shall have the power to waive any of the provisions in the bylaws, on a case by case basis, by a 2/3 vote of the entire membership of the Board of Directors.

Revised:

November 1, 1975

December 16, 1979

January 1988

November 17, 2004

November 8, 2008

May 20, 2009

January 21, 2011