

BY LAWS
OF
BAD AXE CHAMBER OF COMMERCE, INCORPORATED

ARTICLE I
GENERAL

SECTION 1. NAME

This organization is incorporated under the laws of the State of Michigan and shall be known as the Bad Axe Area Chamber of Commerce, Incorporated.

SECTION 2. PURPOSE

The Bad Axe Chamber of Commerce, Incorporated is organized to advance the civic, economic, commercial, civil, industrial, agriculture, professional, and educational interests of the City of Bad Axe, and the surrounding territory so that its citizens and all areas of its business community shall prosper; the promotion of the general welfare and prosperity of the city, county, and its surrounding territory, and the stimulation of public sentiment to these ends; and the providing of such social features as will promote these purposes.

SECTION 3. AREA

The Bad Axe area shall mean to include the City of Bad Axe, and its surrounding territory.

SECTION 4. LIMITATIONS OF METHODS

The Chamber shall be nonprofit and nonsectarian.

ARTICLE II
MEMBERSHIP

SECTION 1. ELIGIBILITY

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

SECTION 2. APPROVAL

The Membership committee of the Board of Directors shall review all applications and submit them to the Board of Directors with its recommendation. Approval of members shall be by the Board of Directors at any meeting thereof. Any applicant so approved shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II

SECTION 3. DUES

Membership 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 annually or in advance.

SECTION 4. TERMINATION

A) Any member may resign from the Chamber upon written request to the Board of Directors. B) Any member shall be expelled by the Board of Directors by a majority vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause. C) Any member may be expelled by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member of prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

SECTION 5. VOTING

Each member person, firm, association or corporation shall be entitled to cast one (1) vote.

SECTION 6. EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership or estate holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nomination upon written notice.

SECTION 7. ORIENTATION

At irregular intervals or as deemed necessary by the Board of Directors, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee chairmen, committees and new members.

SECTION 8. HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all 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.

ARTICLE III MEETINGS

SECTION 1. ANNUAL MEETING

The annual meeting of the corporation shall be the third Wednesday of April unless changed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

SECTION 2. ADDITIONAL MEETINGS

General meetings of the Chamber of Commerce may be called by the President at any time, or upon petition in writing of any fifteen (15) members in good standing. A) Notice of special meeting shall be notified (made) to each member at least five (5) days prior to such meetings. B) Board meetings may be called by the President or by him, her 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 on (1) day prior to said meeting. C) Committee meetings may be called at any time by the President, or by the Committee Chairman.

SECTION 3. QUORUMS

At any duly called General Meeting of the Chamber, a majority of the members present shall constitute a quorum. A majority of Directors present shall constitute a quorum of the Board of directors. At Committee Meetings, a majority shall constitute a quorum, except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF THE BOARD

The Board of Directors shall be composed of not more than sixteen (16) or less than ten (10) members as follows: Past President, President, Vice President, Secretary, Treasurer, 5 Retail, 5 Non Retail 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 government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

SECTION 2. SELECTION AND ELECTION OF DIRECTORS

A) Nominating Committee. At the regular November Board meeting, the Board shall appoint a Nominating Committee of three (3) members of the Chamber. The President shall designate the Chairman.

Prior to March 15th, the Nominating Committee shall present to the Secretary a slate of eight (8) candidates to 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 responsibilities of the directorship. No Board member may be elected to two (2) or more consecutive Board year terms. At least one (1) year must separate each elected Board year term.

SECTION 3. VACANCIES

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be

dropped from the membership on the Board, unless confined by illness or otherwise decreed 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 4. POLICY

The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

SECTION 5. MANAGEMENT

The Board of Directors may employ an Executive Secretary and shall fix the salary and other considerations of employment.

ARTICLE V OFFICERS

SECTION 1. DETERMINATION OF OFFICERS

The Board of Directors at its regular June meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the President, President-elect, as many Vice Presidents as is deemed necessary to conduct the activities of the Chamber, and the Treasurer. Officers will be elected from members of the new Board. All officers shall serve for a term of one (1) year or until their successor assumes the duties of office, and they shall be voting members of the Board of directors.

SECTION 2. DUTIES OF OFFICERS

A. PRESIDENT. The President shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The President shall, with advice and council of Vice Presidents and executive Vice President, determine all committees; select all chairmen; assist in the selection of committee personnel and shall be responsible for hiring, discharging, directing and supervision all employees subject to approval of the Board of Directors

B. VICE PRESIDENT. Assume duties of President in absence of the President.

C. TREASURER.* The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for the proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Treasurer and the Secretary, or, in the absence of either or both, by any two (2) officers. The Treasurer shall cause a monthly financial report to be made to the Board.

D. SECRETARY.* The Secretary shall be the chief administrative officer and shall cause to be prepared notices and minutes of the meeting of the Board.

The Secretary shall serve as advisor to the President and Program of work Committee on program planning. He-She shall assemble information and data and cause to be prepared special reports as directed by the Program of the Chamber.

With assistance of the Committed Chairpersons, He-She shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

With cooperation of the President and Budget Committee, He-She shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Directors. He-She shall be responsible for all expenditures with approved budget allocation.

these two (2) positions may be combined

SECTION 3. EXECUTIVE COMMITTEE

The Executive committee shall act for an on behalf of the Board of directors when the Board is not in session, but shall be accountable to the Board for its action. IT shall be composed of the President, past President, Vice Presidents, Treasurer, and the Secretary. The President will serve as chairman.

ARTICLE VI COMMITTEES AND DIVISIONS

SECTION 1. APPOINTMENT AND AUTHORITY

The President, by the approval of the Board of Directors, shall appoint all committees and their chairpersons. He-She may appoint all committees and their chairpersons as He-She deems necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

It shall be the function of the 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.

SECTION 2. LIMITATION OF AUTHORITY

No action by any member, committee, 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 President 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 committee.

SECTION 3. TESTIMONY

Once committee action has been approved by the Board of directors, it shall be incumbent upon the committee chairperson or, in his absence, whom he designated from his committee as being familiar enough with the issue to give

testimony to or make presentation before, civic and governmental agencies, rather than members of the staff who may be in attendance.

SECTION 4. DIVISIONS

The Board may create such divisions, bureaus, departments, or councils 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, and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments or councils.

No action or resolution of any kind shall be taken by divisions, bureaus, departments or councils having bearing upon or expression of the Chamber, unless approved by the Board of Directors.

ARTICLE VII FINANCES

SECTION 1. FUNDS

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

SECTION 2. DISBURSEMENTS

Upon approval of the budget, the Secretary is authorized to make disbursements on accounts and expenses provided for in the budget under \$500.00 without additional approval of the Board of Directors. Disbursement shall be by check. Any disbursements of \$500.00 and over must be approved by the Board of Directors before payment.

SECTION 3. FISCAL YEAR

The fiscal year of the Chamber shall be June 1 to May 31.

SECTION 4. BUDGET

As soon as possible after election of the new Board of Directors and Officers, the Executive Committee shall compile a budget of estimated expenses for the coming year and submit it to the Board of Directors for approval.

SECTION 5. ANNUAL REVIEW OF ACCOUNTS

The accounts of the Chamber of Commerce shall be reviewed annually within 45 days of the fiscal period end by the Board of Directors. The review shall at all times be available to members of the organization within the offices of the Chamber.

SECTION 6. BONDING

The Treasurer and such other officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid by the Chamber.

ARTICLE VIII DISOLUTION

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 insure, 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 IX PARLIAMENTARY PROCEDURE

SECTION 1. PARLIAMENTARY PROCEDURE

The current-edition of Roberts Rules of Order shall be on the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Chamber or Bylaws of the Chamber.

ARTICLE X AMENDMENTS

SECTION 1. REVISIONS

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board or by a majority of the members at any regular or special meeting, providing the notice for the meeting included the proposal for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least thirty (30) days before the meeting at which they are to be acted upon.