

Sand Lake Area Chamber of Commerce

“FRIENDSHIP IS OUR WEALTH”

SAND LAKE, MICHIGAN 49343

BYLAWS

Revised April 19, 2011

Article I - Name

The name of this organization shall be the Sand Lake Area Chamber of Commerce (herein referred to as the Chamber or the Chamber of Commerce).

Article II - Objectives

- (1) The purpose of this organization shall be the advancement of commercial, industrial, agricultural, civic, educational and the general interest of Sand Lake and the surrounding area; the promotion of the general welfare and prosperity of the Sand Lake area; the promotion of cooperation in all matters of interest to the business, commercial professional people and individuals of the Sand Lake area; the creation and maintenance of the highest standards of business ethics; the stimulation of public sentiment to these ends.
- (2) This Chamber of Commerce in its activities shall be non-partisan, non-sectional and non-sectarian.

Article III - Membership

- (1) Eligibility : Any adult person, firm, partnership, association, company, corporation or estate resident, who is in sympathy with the advancement of the object of the Sand Lake Area Chamber of Commerce shall be eligible for membership.
- (2) Dues: The dues applicable to each member or class of members shall be as established annually by the Executive Board. Annual dues shall be payable by January 31 for the year and new members joining during the calendar year will pay on a discounted scale to be determined at the discretion of the Executive Board members.
- (3) Member Representatives: Each paid member or organization shall be entitled to one vote.
- (4) Non-Payment: In the event a member shall fail to pay dues within sixty (60) days of their assessment, the treasurer shall send a notice to that member giving an additional thirty (30) days to pay the dues. The notice shall also state that if dues are not paid within the thirty (30) days, the membership privileges are suspended. The Executive Board may extend this period in individual cases for extenuating circumstances.
- (5) Expulsion: Any member may be expelled by a two-thirds vote of the entire Executive Board, after notice and opportunity of hearing, for conduct unbecoming a member or conduct considered unethical.

Article IV - Meetings

- (1) General Membership: Monthly meetings of the general membership will be held the third Tuesday of each month unless changed by a majority of the members in good standing.
- (2) Minutes: Minutes of all meetings must be presented at the general membership meeting following each Board meeting for discussion and approval by the general membership.
- (3) All meetings shall be organized under Robert’s Rules of Order as revised to date.

Article V - Government

- (1) Executive Board: The government of the Sand Lake Area Chamber of Commerce shall be invested in a Board of seven (7) directors, consisting of the President, Vice President, Secretary, Treasurer and three (3) Trustees, nominated and elected as prescribed by the By-Laws.
- (2) Eligibility: No Executive Board member who has been elected by the members for two (2) consecutive full terms of two (2) years shall be eligible for re-election until one (1) year following the expiration of his/her most recent term of office.
- (3) Term of Office: Elected Board members shall hold office for a term of two (2) years from January 1 or until their successors are qualified and elected. Elections will be held annually with Trustees' elections alternating with officer's elections including President, Vice President, Secretary and Treasurer.
- (4) Absence from Meetings: In the event that a Board member is absent from three (3) consecutive meetings of the Board for reasons, which in the opinion of the Board are insufficient, his/her resignation shall be deemed to have been tendered.
- (5) Vacancies: Vacancies on the Executive Board existing at times other than the time of the annual election shall be filled by appointment by the Executive Board and appointed officer shall serve until completion of term of vacancy.
- (6) Meetings: The Annual Meeting shall be held in the month of December with place and time to be determined by the Board of Directors. The Board of Directors shall meet at least once every sixty (60) days. Additional meetings may be called as deemed necessary by the President or a majority of the Directors.
- (7) Quorum: At all meetings, four (4) members of the Executive Board shall constitute a quorum. A quorum shall be required for any and all business to be executed.
- (8) Policy: No action of any committee other than the Executive Board, nor any member, division, bureau, board, department, affiliate, employee, officer or any director shall be binding upon or constitute an expression of the policy of the Sand Lake Area Chamber of Commerce unless and until it shall be approved by the Executive Board.
- (9) Election Date: The election of Board members will take place at the regular Annual Meeting.
- (10) Nominations: Not less than one month prior to the Annual Meeting, the President, with the approval of the Board shall appoint a Nominating Committee consisting of five (5) members in good standing, no more than two (2) of whom shall be Board members. The Nominating Committee shall nominate two candidates for each position to be filled. Nominations may also be made from the floor at any regular meeting or by statement of candidacy by any individual.
- (11) Conduct of Election: The election to be held at the Annual Meeting will be conducted by paper ballot. The ballot shall contain the names of the candidates in alphabetical order with additional blank spaces provided for writing in additional candidate names. There shall be placed on the ballot a list of Directors whose terms continue as well as those whose terms expire. Each member shall receive one (1) vote. The Nominations Committee or a minimum of three (3) members of the Committee shall certify to the membership the names of the nominees receiving the highest number of votes who shall be the duly elected Board members. In the event of a tie vote, the election shall be determined by a lot under direction of the Nominating Committee.
- (12) Uncontested slate: If a motion is made and seconded from the floor, with approval by a majority of those members present at the annual meeting, to accept the slate of nominations, a vote by paper ballot shall be waived.

Article VI - Officers

- (1) Officers: The Officers shall be a President, Vice President, Secretary, and Treasurer.
- (2) President: The President shall preside at all the meetings of the Executive Board and at the General Membership meetings and shall be responsible, with the Board of Directors, for the formation of general policies and the governing of the Chamber. In the President's absence, the Vice President shall preside over meetings of the Executive Board and the General Membership.
- (3) Vice President: The Vice President shall take over the functions of the President in the event the President is absent or incapacitated and may be assigned other specific functions by the President.
- (4) Secretary: The Secretary shall be responsible for taking, publishing and preserving in the books of the Chamber the minutes of the Executive Board meetings, General Membership Meetings, special meetings as called, and all other correspondence as requested by the Executive Board. The Secretary shall publish, mail or make public notice of all meetings as directed by the Board.
- (5) Treasurer: The Treasurer shall be responsible for the receipts and disbursements of the funds of the Chamber according to Article VII (2,3) of these bylaws and shall provide a written report to the Executive Board at every General Membership meeting according to Article VII (4) of these bylaws.
- (6) Trustees: The Trustees shall be responsible in the formation of general policies and the governing of the Chamber along with the Executive Board and shall see that the objectives of the Chamber are maintained to the highest standards.
- (7) Vacancies: Vacancies among the officers and Trustees shall be filled by the Executive Board.

Article VII - Finances

- (1) Fiscal year: The fiscal year of the Chamber shall run from January 1 to December 31.
- (2) Designation: All monies paid to the Chamber for general operations shall be placed in a general fund and monies received for specific activities, if placed in this account, shall be clearly designated as such and be accounted for separately from the general fund. Separate accounts shall be established for annual activities that are considered by the Board of Directors to be of the size and/or nature that warrants special financial consideration. Initial funding for these accounts may be taken from the general fund with approval of the Board of Directors. Profits or losses will be accounted back into the general fund when accounting for the event is complete. Annual events may keep an account open with a nominal balance with approval of the Board of Directors.
- (3) Disbursements: 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, except that disbursements for expenses provided for in the annually approved budget do not require additional approval by the Board. All disbursements shall be made by check signed by the Treasurer.
- (4) Treasurer's Report: The Treasurer shall prepare and publish a report of all disbursements, deposits and assets for approval by the Board. The Treasurer's Report will be made available to the General Membership following approval.
- (5) Audit: The Executive Board shall appoint an independent audit annually with a copy submitted to the Board of Directors.

Article VIII - Amendments

- (1) Amendments: These bylaws may be amended by a majority of the General Membership present at any meeting provided that the proposed amendments have been presented to the Board of Directors for discussion and notice of the proposal to do so shall have been made available to the General Membership at least ten (10) days prior to a vote.

- (2) Board Alterations: Any amendments to these bylaws changing the number, term of office, qualifications and duties of the Board must be approved by a majority vote of the General Membership present at the Annual Meeting or at a Special Meeting providing that notice of such meeting is sent to members at least thirty (30) days in advance of such meeting.
- (3) Enactment: These bylaws shall be effective immediately following their adoption by a majority vote of the members of the Sand Lake Area Chamber of Commerce and when so adopted shall supercede all previous constitutions, bylaws and amendments thereto, which are hereby annulled.

Article IX - Authority to Bind Chamber of Commerce

The Board shall have the power, in the name of the corporation, to sue and be sued, buy, hold, sell, lease, or mortgage, both real and personal property, to incur debts, to borrow money giving therefor notes of the corporation signed by one or more officials duly authorized by the Board for the purpose, together with such collateral therefor as may be required, and may enter into contracts of any kind furthering the purposes of the Sand Lake Area Chamber of Commerce.

No special or standing committee or any member of the Board of Directors shall have the authority to bind the Sand Lake Area Chamber of Commerce in any legal or monetary agreement regardless of nature, without the approval of the majority of the Board.

Article X - Dissolution

The Chamber shall use its funds only to accomplish the purposes specified in these bylaws, and no part of said funds shall 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, or philanthropic organization(s) to be selected by the Executive Board.