

**LEWISTON AREA CHAMBER OF COMMERCE
BY-LAWS**

ARTICLE I - GENERAL

SECTION 1: NAME

This organization is a membership, non-stock, non-profit corporation under the laws of the State of Michigan and shall be known as the Lewiston Area Chamber of Commerce.

SECTION 2: PURPOSE

The Lewiston Area Chamber of Commerce is organized to promote, strengthen and maintain a healthy business climate and promote the assets of the community throughout the region.

SECTION 3: LIMITATION OF METHODS

The Lewiston Area Chamber of Commerce shall be non-profit, non-partisan, and non-sectarian and shall take no part in or lend its influence or facilities either directly or indirectly to the nomination, election, or appointment of any candidate for public office in the township, village, city, county, state, or nation.

ARTICLE II - MEMBERSHIP

SECTION 1: ELIGIBILITY

Any person, association, corporation, partnership or estate supporting the purpose of the organization shall be eligible to apply for membership.

SECTION 2: 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, semi-annually, or quarterly in advance. Payment of dues non-refundable after 30 days of receipt.

SECTION 3: TERMINATION

- A. Any member may resign from the Chamber upon written request to the Board of Directors.
- B. Any member shall be terminated by a 2/3 vote of the Board of Directors for non-payment of dues after sixty (60) days from due date, unless otherwise extended for good cause by the Board of Directors, and must be given written notice of delinquency after thirty (30) days.
- 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 of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

SECTION 4: VOTING

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

SECTION 5: 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 representative upon written notice.

SECTION 6: HONORARY MEMBERSHIP

Individuals earning distinction in public affairs may be granted honorary membership. Honorary membership 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, in compliance with State law, shall be held during the first quarter of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

SECTION 2: ADDITIONAL MEETINGS

- A. General meetings of the Chamber may be called by the Chairman of the Board at any time, or upon petition in writing of any thirty (30) members in good standing.
 - 1. Notice of special general meetings shall be mailed to each member at least five (5) days prior to such meetings.

- B. Board meetings shall be held on a monthly basis with dates and times for the year established at the first regular board meeting following the annual meeting .
 - 1. Special meetings of the Board of Directors may be called by the Chairman of the Board or by the Board of Directors upon written request of three (3) members of the Board.

 - 2. Special meetings shall be called upon the written request of any five (5) members of the Chamber of Commerce in good standing. Notice, including the purpose of the meeting, shall be given to each director at least one (1) day prior to said meeting.

- C. Committee meetings may be called at any time by the Chairman of the Board, or by the committee's chairman.

SECTION 3: QUORUMS

- A. At any duly called General Membership Meeting of the Chamber, six (6) members shall constitute a quorum. A majority of Directors shall constitute a quorum of the Board of Directors.

- B. A member of the Board, or standing committee, may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting

pursuant to this subsection constitutes presence in a person at the meeting and such presence shall be included in satisfying quorum requirements.

C. At committee meetings, a majority shall constitute a quorum.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1: COMPOSITION

The Board of Directors shall be composed of a minimum of six (6) elected members, three (3) of whom shall be elected at each annual meeting of the organization to serve for a period of two (2) years, and in addition, the immediate Past Chairman of the Board. The Officer Manager shall serve on the Board of Directors without vote.

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: NOMINATION AND ELECTION

A. NOMINATING COMMITTEE:

1. At its August Board meeting, the Chairman of the Board shall appoint a Nominating Committee of five (5) members of the Chamber in good standing. The Chairman of the Board shall designate a Committee Chairperson.
2. Prior to September 15th, the Nominating Committee shall present the Chairman of the Board a slate of three (3) candidates to serve two (2) year terms to succeed the Directors whose regular terms are expiring.
3. Each candidate must be an active member in good standing for at least one (1) year, and must have agreed to accept the responsibilities of a directorship. Each candidate must represent a business or association member. Dues must be paid in full upon taking office.
4. No Board member may be elected to more than two (2) consecutive two-year terms or serve more than four (4) years cumulative without a full year break in service.

B. PUBLICATION OF NOMINATIONS:

Upon receipt of the report of the nominating committee, the Chairman of the Board shall immediately notify membership by mail of the names of persons nominated as candidates for Directors, and the right of petition nomination.

C. NOMINATION BY PETITION:

Additional names of candidates for Directors may be nominated by petition bearing the genuine signatures of at least five (5) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (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 petition shall be final.

D. DETERMINATION:

1. If no petition is filed within the designated period, the nominations shall be closed and the slate of three (3) candidates shall be declared elected by the Board of Directors at its regular November Board meeting.
2. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for three (3).
3. Identification shall be made on the ballot to identify those candidates, nominated by the Nominating Committee. The Chairman of the Board shall mail this ballot to all active members at least fifteen (15) days before the regular November Board Meeting.
4. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall at their regular November Board Meeting declare the three (3) candidates with the greatest number of votes elected.

SECTION 3: SEATING OF NEW DIRECTORS

All newly elected Board members shall be invited to attend the Annual Meeting and shall be participating members as of the Annual Meeting and thereafter during their term of office. Retiring Directors shall continue through the next Annual Meeting.

SECTION 4: VACANCIES

- A. A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors may be dropped from membership on the Board, by the majority vote of those voting at any meeting thereafter.
- B. Vacancies on the Board of Directors or among the officers shall be filled by the Board of Directors by a majority vote. Appointed Directors shall serve until the next regular election.
- C. Any officer of the Board may step down from the elected office at any time but may remain as a Director on the Board of Directors for the balance of their term.

SECTION 5: 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. The Policy Manual is to include voting procedures.

SECTION 6: MANAGEMENT

The Board of Directors may employ an Office Manager and shall fix his/her salary and other consideration of employment. The Office Manager shall represent the Lewiston Area Chamber of Commerce as a non-voting member of the Board of Directors.

SECTION 7: INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V - OFFICERS

SECTION 1: DETERMINATION OF OFFICERS

The Board of Directors at its regular January meeting shall reorganize for the coming year. The Board shall elect the Chairman of the Board, Vice Chairman, and the Treasurer. All officers serve for a term of one (1) year or until their successor assumes the duties of office.

SECTION 2: DUTIES OF OFFICERS

A. CHAIRMAN OF THE BOARD

1. The Chairman of the Board shall serve as the chief elected head of the Chamber of Commerce, and shall preside at all meetings of the membership, the Board of Directors and the Executive Committee.
2. The Chairman of the Board shall, with the advice and counsel of the Office Manager, determine all committees, select all chairpersons, and assist in the selection of committee members, subject to approval of the Board of Directors.

B. VICE CHAIRMAN OF THE BOARD:

The Vice-Chairman shall, in the absence of the Chairman of the Board, exercise the power and authority and perform the duties of the Chairman of the Board. They will have under their immediate jurisdiction all committees pertaining to their general duties.

C. TREASURER:

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursements. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. Disbursements of funds shall be by checks signed by duly authorized signers (Art. VII. Sec. 2). The Treasurer shall cause a monthly Financial Report to be made to the Board.

SECTION 3: DUTIES OF OFFICE MANAGER

- A. The Office Manager shall be the chief administrative officer. He/she shall serve as secretary to the Board of Directors, and cause to be prepared notice and minutes of meetings of the Board.

- B. The Office Manager shall be a non-voting member of the Board of Directors, the Executive Committee, and all committees. With assistance of committee chairpersons, he/she is responsible for administration of all programs in accordance with the policies and regulations of the Board of Directors.
- C. The Office Manager shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The Office Manager shall be responsible for all expenditures within approved budget allocations.

ARTICLE VI - COMMITTEES AND DIVISIONS

SECTION 1: APPOINTMENT AND AUTHORITY

- A. The Chairman of the Board, by and with the approval of the Board of Directors, shall direct the appointment of all committees and committee chairpersons. The Chairman of the Board may appoint such ad hoc committees and chairpersons as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chairperson and in no event shall exceed the term of the appointing Chairman of the Board.
- B. It shall be the function of committees to make investigations, conduct studies and hearings, make written recommendations to the Board of Directors and to carry on such activities, which may be delegated to them by the Board.
- C. All Committee Chairpersons must be Chamber members of good standing.

SECTION 2: EXECUTIVE COMMITTEE

The Executive Committee shall implement and coordinate programs and policies established by the Board of Directors and shall be accountable to the Board for its actions. It shall be composed of the Chairman of the Board, Vice-Chairman, Treasurer and Office Manager. The Chairman of the Board shall serve as Chairperson.

SECTION 3: LIMITATION

- A. 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 and ratified by the Board.
- B. Special Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted or when deemed wise to discontinue the committees.

SECTION 4: TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairpersons to make presentation before appropriate civic or governmental agencies.

SECTION 5: DIVISIONS

- A. The Board may create such divisions, bureaus, departments, or councils it deems advisable to handle the work of the Chamber.
- B. The Board shall authorize and define the powers of all divisions, bureaus, departments, or councils. The Board shall annually review and approve all activities and purpose of such divisions, bureaus, departments, or councils.
- C. No action or resolution of any kind shall be taken by divisions, bureaus, departments, or councils having bearing upon, or constitute an expression of, the policy of the Chamber, unless approved by the Board of Directors.

ARTICLE VII - FINANCES

SECTION: FUNDS

- A. All monies paid to the Chamber, except for funds collected with the approval of the Board of Directors for special or restricted purpose, shall be placed in a general operating fund. The general operation fund shall be disbursed in conformity with the provisions of Article VII, Sec. 2, and any such funds unused from current year's budget shall be placed in a reserve account, the disposition of which shall be at the direction of the Board of Directors as it may determine from time to time.
- B. With respect to funds collected with the approval of the Board of Directors for special or restricted purposes, including funds so directed by the Board of Directors from the reserve account herein before described, disbursement shall be in accordance with the authorization of the Board of Directors for the purposes and in the manner so directed. Any special or restricted purpose(s) funds unused shall be placed in the reserve account first herein described.

SECTION 2: DISBURSEMENTS

Upon approval of the budget, the Office Manager is authorized to make disbursements on accounts and expenses provided for in the budget. Disbursement shall be made by check. All checks shall contain two (2) signatures: Office Manager and a Director of the Board.

SECTION 3: FISCAL YEAR

The fiscal year of the Chamber shall start on January 1 and close on December 31.

SECTION 4: BUDGET

The Office Manager, with the assistance of the Treasurer, shall compile a budget for the succeeding fiscal year and submit to the Board of Directors for approval. The budget is proposed in November, accepted in December and begins in January.

SECTION 5: AUDIT

The accounts of the Chamber of Commerce shall be audited annually as of business on December 31, by a certified accounting firm, or individual certified public accountant, and shall be duly appointed by the Board of Directors at its annual meeting, or such other regular or special Board meeting, if required. The auditor (or firm) shall exercise such powers and perform such duties as may be delegated to them by the resolutions appointing them or by

subsequent resolutions from time to time, and shall receive a remuneration to be fixed by the Board of Directors. The audit report shall at all times, during business hours, be available to members of the organization within the offices of the Chamber.

SECTION 7: BONDING

The Office Manager and such other officers, staff, and committee chairmen as the Board may designate, shall be bonded by a sufficient fidelity bond in amount set by the Board and paid for by the Chamber.

ARTICLE VIII - DISSOLUTION

SECTION 1: PROCEDURE FOR DISSOLUTION

The Chamber shall use its funds only to accomplish the object and purposes specified in the By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber, except to pay reasonable compensation for services rendered in furtherance of the purposes set forth in the purpose clause hereof, subject to approval by the Board of Directors. On Dissolution of the Chamber and satisfaction of all outstanding corporate debts, all remaining funds shall be released to Albert Township.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Roberts Rules of Order, latest edition, shall be the final source of authority on all questions of parliamentary procedures when such rules are not inconsistent with the Charter or By-Laws of the Chamber.

ARTICLE X - BY-LAW AMENDMENTS

SECTION 1: BY-LAW AMENDMENTS

These By-Laws may be amended, revised or altered by a two-thirds (2/3) vote of the majority vote of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the members in writing at least ten (10) days before the meeting at which time they are to be acted upon.

- This By-Law revision was approved at the annual membership meeting of the Lewiston Area Chamber of Commerce on September 25, 1997.
- By-Law amendments were approved at the annual membership meeting of the Lewiston Area Chamber of Commerce on November 7, 2002.
- These By-Laws amended with a 2/3 vote of the Board of Directors at the regular Board meeting of the Lewiston Area Chamber of Commerce on January 17, 2008.
- These By-Laws amended with 2/3 vote of the members at the annual membership meeting of the Lewiston Area Chamber of Commerce on January 22, 2009.