

Hillsdale County Chamber of Commerce

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Hillsdale County Chamber of Commerce By-Laws

ARTICLE I – NAME & PURPOSE

Section 1-Name

The name of this organization shall be the Hillsdale County Chamber of Commerce (hereafter referred to as the Chamber).

Section 2-Purpose and Objectives

The primary purpose of the Chamber is to strengthen the competitive, free enterprise system of commerce by continuous work to develop and promote:

A better understanding and appreciation of the business and professional community and a concern for its needs.

A climate which is conducive to maintaining expansion, growth and well being of the business and professional community.

A more effective voice in shaping and developing legislative and governmental policies which affect Commerce.

A spirit of involvement of time, talent and resources on the part of all members.

An atmosphere which will foster freedom for conducting business consistent with public responsibilities for the common good.

A positive attitude for planned growth and development in the community.

Section 3-Limitations

The Chamber shall remain non-sectarian, non-partisan and shall be chartered as a 501(c) 6 non-profit corporation.

ARTICLE II – MEMBERSHIP

Annual membership dues will be based on the number of employees the member has. Additional membership levels (associate, executive and corporate) are also available.

Section 1-Eligibility

Individuals, associations, businesses (corporations, sole proprietors, partnerships) or trusts of good standing and having an interest in the purpose and objectives of the Chamber shall be eligible for membership.

Section 2-Application for Membership

Application for membership shall be made in writing and payment shall be submitted.

Section 3-Membership Dues Renewals

- A. Membership rates shall be established by the board of directors.
- B. Invoices with membership fees shall be ~~mailed~~ distributed to all members prior to the beginning of the fiscal year and monthly thereafter if balance is due.
- C. Any membership accounts over 120 days past due shall be referred to the board of directors at the next regular board meeting for review and determination of action.

Section 4-Member Resignation

Any member may resign from the Chamber at any time. Members are responsible for all invoices owed non-related to membership. Paid membership dues are non-refundable.

Section 5-Member Suspension/Termination

A member may be suspended or terminated by majority vote of the board of directors for non-payment of dues. The member will be notified by mail ~~and have 20 days to respond to set up payment arrangements.~~ their membership has been revoked. If the member does not respond, membership will be terminated. A member may be suspended for cause or for conduct contrary to the best interest of the Chamber. A certified letter will be sent to the suspended member, they will have 20 days to request a hearing. Such requests must be made in writing to the ~~President/Executive Director~~ Executive Director. A majority vote of all the directors present at the hearing shall be necessary to terminate the member.

~~Section 6-General Membership Voting~~ REMOVE THIS SECTION

~~Each member shall be entitled to vote based upon their membership category.~~

~~1 vote — 1-50 employees, service clubs and individual members — 6 votes — associate member~~

~~2 votes 51-100 employees~~

~~8 votes executive member~~

~~3 votes 100+ employees~~

~~12 votes corporate member~~

ARTICLE III-MEETINGS

Section 1-Annual General Membership Meeting

The annual general membership meeting shall be held once a year, with notice thereof provided ~~mailed~~ to each member. The purpose of the annual meeting shall be to review the programs and accomplishments of the past year and to project the programs and objectives for the future.

Section 2-Additional Meetings

- A. The board of directors shall meet once a month unless notified otherwise by the ~~President/Executive Director~~Executive Director or Chairperson of the board.
- B. Additional meetings shall be held upon the call of the ~~President/Executive Director~~Executive Director or Chairperson of the Board or upon the call of any three board of directors provided that when called the purpose shall be stated to all board of directors by mail, e-mail or by telephone at least three (3) days prior to the meeting.
- C. Committee meetings shall be held as necessary.

Section 3-Quorums

A simple majority (half plus one) of the current board of directors shall constitute a quorum for meeting purposes. ~~Two-thirds vote of the board of directors present at said meeting are required to take action, however,~~ Twotwo-thirds vote of the entire board is required to take action on budget, staffing, property and by-laws.

Section 4 – Ties

Should a tie occur during a vote in a board meeting, the tie will be broken by the executive committee during the board meeting. The executive committee will vote by secret ballot. The ballots will be counted and the vote will stand.

ARTICLE IV- BOARD OF DIRECTORS

Section 1 – Number and Term of Board of Directors

The board of directors shall have no less than seven and no more than eleven board members. Terms shall be three years and shall be staggered. No regularly elected board member serving two (2) consecutive three (3) year terms shall succeed him/herself, but may serve on the board after a period of one year from the expiration of his/her prior term. All board members must be Chamber members in good standing.

Section 2 – Executive Committee Structure

The Executive Committee shall be comprised of the Chairperson of the Board, Vice Chairperson and ~~Treasurer~~^{1-3 Members at Large} elected by the board of directors. ~~The treasurer may serve in an advisory capacity.~~

Section 3-Authority of the Board

Governance, policy making and fiscal oversight shall be the responsibility of the board of directors as a whole and shall control its property and direct its affairs.

Section 4- Board Positions/Vacancies

- A. The Nominating Committee shall be comprised of the ~~President/Executive Director~~^{Executive Director who serves in an advisory role}, the Chairperson of the board of directors and two other board members.
- B. The nominating committee shall compile a list of interested candidates from the membership (in good standing); make recommendation to the board of directors for ratification. An attempt will be made to secure candidates from throughout the county as well as diverse occupations.
- C. Correspondence will be sent to the membership regarding the newly elected board members.
- D. All mid-term vacancies of the board of directors shall be filled by direct action of the board by a majority vote.

Section 5-Attendance at Board Meetings

Board members are expected to attend all board meetings. If a board member misses four (4) board meetings in a twelve (12) month period, that board member may be asked to attend a hearing with the Executive Committee to discuss their absences and may be dismissed by majority vote of the board of directors based on a recommendation by the Executive Committee.

Section 6-Resignation

Any board member may resign at any time. ~~Written Proper~~ notification to the board of directors is expected.

Section 7-Removal

Any board member may be removed from the board of directors if that board member is no longer in good standing with the Chamber or for cause. That board member will be asked to attend a hearing with the Executive Committee to discuss their actions and may be dismissed by a majority vote of the board of directors based on a recommendation by the Executive Committee.

Section 8-Management

The Board of Directors shall employ the ~~President/Executive Director~~Executive Director and shall.

- A. Modify the job description of the ~~President/Executive Director~~Executive Director as necessary.
- B. Ensure financial accountability.
- C. Set and review policies and procedures on an annual basis.
- D. ~~Review policies and procedures on an annual basis.~~
- E. Shall act as a committee of the whole, no individual board member or group of board members may take action or give direction on their own accord without full board approval.

The Executive Committee shall

- A. Conduct an annual written performance review of the ~~President/Executive Director~~Executive Director and submit the performance review, salary increase and bonus amount recommendations to the full board for approval.
- B. ~~Annually submit the performance review, salary increase and bonus amount recommendations to full board for approval.~~
- C. The Executive Committee shall ascertain that all policies and procedures, direction and goals set forth by the board of directors are followed.

The Chairperson shall:

- A. Serve as the spokesperson of the Chamber and immediate supervisor of the ~~President/Executive Director~~Executive Director.

ARTICLE V- OFFICERS

Section 1-Re-Organization

The board of directors will re-organize at the board meeting the first month of the fiscal year.

Section 2-Election of Officers

- A. ~~At the first board meeting of the fiscal year, board members may announce their intention to fill the Vice Chairperson position.~~
- B. The board of directors will elect a Chairperson, 1-3 Members at Large and Vice Chairperson and Treasurer to the Executive Committee (Vice Chairperson must have 2 years left in their term to serve in that capacity).
- C. A majority vote of the board of directors will be held unless more than one person is interested in filling the positions then voting by secret ballot will occur.
- D. Officers shall take office immediately following the election.
- ~~D.E.~~ If any officer positions are vacated, a special election will be held to fill the positions.
- ~~E.~~ The Vice Chairperson from the previous fiscal year will assume the Chairperson's role.
- F. ~~In the event that the Vice Chairperson position is vacated before the end of a term an election for a replacement will be held by the board of directors.~~

Section 3-Duties

- A. The Chairperson of the Board shall preside at all meetings of the board of directors and Executive Committee. ~~The Chairperson of the Board will assign committees based on recommendation from the President/Executive Director~~Executive Director.
- B. The Vice Chairperson shall preside at all meetings in the absence of the Chairperson of the Board. ~~and serve on all committees.~~
- C. The Treasurer ~~and or the President/Executive Director~~ shall give financial reports at the board meetings.
- D. ~~The Treasurer along with the President/Executive Director~~ will ensure that all financial records will be maintained according to generally accepted accounting practices.

- E. Other board of directors shall attend all meetings of the board of directors, serve on committees as needed, volunteer at events, serve as a liaison between members and the board and shall promote the Chamber and its activities.

ARTICLE VI-PRESIDENT/EXECUTIVE DIRECTOR

Section 1 – Employment

See Article IV – Section 8

Section 2 – Duties, Responsibilities and Authority

- A. The ~~President/Executive Director~~Executive Director or designee shall maintain accurate records of the proceedings of all meetings.
- B. The ~~President/Executive Director~~Executive Director shall present membership/operations reports at the board meetings and committee reports as necessary. The ~~President/Executive Director and or the Treasurer shall present financial reports to the board of directors at board meetings.~~
- C. The ~~President/Executive Director~~Executive Director shall have the power to run the day to day operations of the Chamber and supervise all employees.
- D. The ~~President/Executive Director~~Executive Director ~~along with the Treasurer~~ will ensure that all financial records will be maintained according to generally accepted accounting practices in accordance with approval and oversight of the Treasurer.
- E. The ~~President/Executive Director~~Executive Director shall follow all policies and procedures, direction and goals set forth by the board of directors.

ARTICLE VII – COMMITTEES

The board may form committees as deemed necessary to carry out objectives and goals of the Chamber.

Section 1 – Duties

- A. The ~~board will select the committee chair and committee chairpersons~~ shall have supervision and responsibility for the activities and programs of the committee.
- B. Committee chairpersons shall call meetings of such groups as necessary to develop the desired results.
- C. No action without consent of the ~~President/Executive Director~~Executive Director shall be enacted.
- D. No committee, official, or employee of the Chamber shall make any expenditure without approval from the ~~President/Executive Director~~Executive Director or in excess of the budgeted amount without approval of the board of directors.

ARTICLE VIII-FINANCES

Section 1-Funds

- A. All money paid to the Chamber shall be placed in a general operation fund. All funds shall be deposited in the Chamber name in a depository institution so designated by the board of directors that is a member of the Chamber.
- B. The board of directors may at any time form a reserve fund.
- C. When practical, purchases will be made with Chamber Members.

Section 2-Disbursements

- A. Upon approval of the budget, the ~~President/Executive Director~~Executive Director, Chairperson of the Board and or Treasurer shall be authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board of directors.
- B. A record of all disbursements shall be maintained as well as a receipt or invoice for all transactions.
- C. A petty cash account may be maintained if deemed necessary.

Section 3- Fiscal Year

The fiscal year of the Chamber shall be the calendar year (January 1 – December 31) unless otherwise directed by the board of directors.

Section 4- Budget

- A. A proposed budget for the next fiscal year shall be presented to the board in writing at least one month prior to the close of the current fiscal year by the Treasurer and or ~~President/Executive Director~~Executive Director for approval. Expenditure of income from various sources shall be allocated to meet the operating needs of the Chamber.
- B. The board of directors may at any time during the fiscal year, modify the budget.

Section 5- Investments

Purchase of securities, real estate, or any other investment made with Chamber funds shall have prior approval by the board of directors. The board of directors may request the ~~President/Executive Director~~Executive Director or Treasurer to present a report on investments from time to time.

Section 6-Annual Financial Assessment

The financial records of the Chamber shall be reviewed, compiled or audited on an annual basis by an independent accounting firm as determined by the board of directors. The report will be provided to the board of directors from said firm.

Section 7-Bonding and or Insurance

The board of directors, Treasurer, ~~President/Executive Director~~Executive Director, Chamber staff and volunteers shall be insured and or bonded in such amount as the board of directors may deem necessary.

ARTICLE IX-INDEMNIFICATION

The ~~President/Executive Director~~Executive Director, Chamber staff, board of directors and all members of Chamber committees shall be entitled to indemnification for their expenses and liabilities in connection with civil, criminal or other legal proceedings in Chamber related matters.

ARTICLE X-RULES OF ORDER

A current edition of Robert's Rules of Parliamentary Order shall be the final source of authority in all questions of procedure when not modified by these by-laws.

ARTICLE XI-DISSOLUTION

The Chamber shall use its funds to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall be distributed to the members of the Chamber. Upon dissolution of the Chamber, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Chamber, dispose of all of the assets of the Chamber to such Hillsdale County organizations operated exclusively for the promotion of business, trade and commerce to be selected by the board of directors.

ARTICLE XII-AMENDMENTS

These by-laws may be amended, altered, or rescinded by a two-thirds vote of the Board at any regular or special meeting called for that purpose. Any proposed amendments or alterations shall be submitted to the board of directors in writing at least ten days prior to the meeting at which they are to be acted upon.

The by-laws are in effect as of September 18, 2008

and as amended:

Revised 02/25/2013