

**BYLAWS OF
HURON VALLEY CHAMBER OF COMMERCE**

**ARTICLE I
GENERAL**

Section 1. Name

The name of the Corporation is Huron Valley Chamber of Commerce, hereinafter also referred to as “the Chamber”.

Section 2. Incorporation

The Corporation is a Michigan nonprofit corporation organized pursuant to the provisions of Act 162, Public Acts of 1962 (the “Act”).

Section 3. Purposes

The purposes for which the corporation is organized are:

- A. To promote and support Huron Valley businesses in creating a better community.
- B. In furtherance of its general purposes, to exercise all powers conferred upon non-profit corporations by the laws of the State of Michigan which are not inconsistent with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or comparable provisions of subsequent legislation (the "Code"), including, without limitation, to own and dispose of real property and interests therein, to operate physical facilities, to make contracts, to employ personnel and to receive funds, grants, gifts, and bequests for these corporate purposes.
- C. To do things and perform such acts not inconsistent with Section 501(c)(6) of the Code as the Board of Directors may determine to be appropriate or incidental to its purposes.

Section 4. Area

The area served by the Corporation consists of the area served by the Huron Valley School District and surrounding areas.

Section 5. Registered Office

The registered office of the Corporation is 317 Union Street, Milford, Michigan 48381, or such other location as the Board of Directors may from time to time determine.

Section 6. Nonprofit Organization and Operation

- A. The Corporation is organized on a directorship basis.
- B. The Corporation shall be organized and operated solely for the promotion of the common business interests of its members within the meaning of Section 501(c)(6) of the Code as a nonprofit corporation. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, or any individual.

Section 7. Distribution of Assets upon Dissolution

In the event of dissolution of the Corporation, the assets remaining after providing for debts and obligations of the Corporation shall be distributed to an organization or organizations organized and operated for the promotion of business interests under Section 501(c)(6) of the Code or to an organization or organizations organized and operated for charitable, scientific, or educational purposes under Section 501(c)(3) of the Code, as may be selected by a vote of a majority of the Directors then in office.

Section 8. Political Activities

- A. The Chamber shall be non-partisan and non-sectarian in its operation.
- B. The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, nor shall it permit the use of its resources for such purposes.
- C. The Corporation, through its Board of Directors, may review and take positions on proposed legislation, regulations, and ballot questions that may affect Chamber members and in furtherance of the Corporation's purposes.

**ARTICLE II
MEMBERSHIP**

Section 1. Eligibility

- A. Any active businessperson, association, corporation, or partnership doing business in the Chamber's area or having an interest in the objectives of the Chamber shall be eligible to apply for active membership.
- B. Applications for membership shall be made in writing to the Chamber, and the applicant's signature on such application shall be regarded as agreement on the part of the applicant with the purposes and mission statement of the Chamber, and to adhere to the Chamber's Bylaws, rules, and regulations.
- C. A member which is an artificial entity, such as an association, corporation, or partnership, shall designate on its application for membership no more than two representatives to the Chamber. Such representatives shall have the right to vote, hold office, and exercise all other privileges granted to individual members under the Bylaws. Such a member may change its designated representatives by giving written notice of the change to the Chamber office.

- D. Associate membership may be granted to retirees from business or to interested area residents who wish to support the community efforts of the Chamber. Associate members shall be able to serve on the Board of Directors, have voting rights, or hold office.
- E. An applicant for membership or associate membership shall become a member or associate members upon payment of the regularly scheduled dues investment as state on the application form.
- F. The Board of Directors may confer honorary membership to an individual for distinction in public affairs. Honorary members shall have all of the privileges of active membership, except that an honorary member shall not hold office. The Board of Directors may also confer life memberships to an individual, association, corporation, or partnership. Life members shall have all of the privileges of active membership. Honorary members and life members shall be exempt from paying dues investments.

Section 2. **Dues Investments**

Membership dues investments shall be paid in advance and shall be at such rates, schedule, or formula as may from time to time be prescribed by the Board of Directors.

Section 3. **Termination of Membership**

- A. A member may resign from membership in the Chamber at any time. Dues investments paid by a member that resigns shall not be refundable.
- B. A member shall be terminated for nonpayment of a scheduled dues investment after 90 days from the due date, unless such membership is extended for good cause by the Board of Directors.
- C. The Board of Directors, by a vote of two-thirds of those Directors elected and serving, may expel a member for conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber, but only after giving the member prior notice and an opportunity for a hearing before the Board.

Section 4. **Voting**

In any proceeding in which the Members vote, each member, including a member which is an association, corporation, or partnership, shall be entitled to one vote.

ARTICLE III
Meetings

Section 1. **Annual Meeting**

The annual meeting of the Chamber membership shall be held during the first quarter of each calendar year, or at such other time as the Board or Directors may designate. The time and place of the annual meeting shall be fixed by the Board of Directors, and notice thereof shall be mailed to each member at least ten days before the meeting.

Section 2. **Membership Meetings**

- A. The Board of Directors may provide for the holding of membership meetings whenever it determines that such meetings are necessary or desirable.
- B. The Board of Directors shall call a membership meeting upon a petition signed by not less than ten percent of the members.

Section 3. **Board of Directors Meetings**

- A. The Board of Directors shall hold regular meetings monthly or at such other times as the Board may determine.
- B. Special meetings of the Board of Directors may be called by the President and shall be called by the President upon the written request of three or more Directors.
- C. Except as required by these Bylaws, the Articles of Incorporation, or the laws of the State of Michigan, no notice shall be required for annual or regular meetings of the Board of Directors, provided that the schedule of meetings has previously been published. Written notice of the time, place, and purpose or purposes of special meetings of the Board of Directors shall be given to each Director at least three days prior to the date of the meeting. Notice of any meeting of the Board of Directors may be waived in writing by a Director before or after a meeting. Attendance by a Director at any meeting shall be deemed a waiver of the notice of the meeting.

Section 4. **Committee Meetings**

Committee meetings may be called at any time by the committee's chairperson, the President, or the Executive Director.

Section 5. **Quorum**

- A. For meetings of the Board of Directors, a majority of the Directors then serving shall constitute a quorum.
- B. For meetings of committees, a majority of the committee members then serving shall constitute a quorum; except that for committees with more than nine members, presence by five or more members shall constitute a quorum.

Section 6. **Participation by Means of Communications Equipment**

A Director may participate in a meeting of the Board of Directors, and a committee member may participate in a committee meeting by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 7. **Action without a Meeting**

Any action required or permitted to be taken at any meeting of the Board of Directors or a committee may be taken without a meeting, without prior notice, and without a vote, if before the action a majority of all the Directors or committee members entitled to vote on the action consent to the action in writing. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors or committee and shall have the same effect as a vote of the Directors or committee members for all purposes.

Section 8. **Voting**

- A. Members may take advisory votes at any meeting of the membership.
- B. The vote of a majority of the Directors present and voting at any meeting at which there is a quorum shall be the acts of the Board of Directors, except where a greater number is required by these Bylaws, the Articles of Incorporation, or the laws of the State of Michigan.
- C. The vote of a majority of the committee members present and voting at any committee meeting at which there is a quorum shall be the acts of the committee.

ARTICLE IV
Board of Directors

Section 1. Powers and Responsibilities of the Board of Directors

- A. The Board of Directors of the Corporation shall have charge, control and management of the business, property, personnel, affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(6) of the Code, which are not inconsistent with these Articles of Incorporation, or with the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now and hereafter conferred on boards of directors or boards of trustees of nonprofit corporations, and in addition to the powers mentioned in and implied from Article II, the Board of Directors shall, to the extent not inconsistent with Section 501(c)(6) of the Code, have the power to borrow or raise money for corporate purposes, to issue bonds, notes, debentures or other obligations, to secure such obligations by mortgage, security interest or other lien upon any and all of the property of the Corporation, whether at the time owned or thereafter acquired, and to guarantee the debts of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the Corporation and in furtherance of its purposes.
- B. The Board of Directors as the governing body of the Corporation is responsible for formulating and adopting policies, programs, and procedures of the Corporation. Policies shall be maintained in a policy manual to be reviewed and revised as determined by the Board of Directors.

Section 2. Composition of the Board of Directors

- A. The Board of Directors shall be composed of all of the following:
- 1) Fifteen elected Directors, who shall be members of the Chamber;
 - 2) The Immediate Past-President
- B. The Board of Directors may include appointed seats from the following, upon Board approval:
- 1) The Presidents or designees of approved local Business Associations
 - 2) Managers/Supervisors or designees from Commerce, Highland, Milford Township, Village of Milford and White Lake
 - 3) Huron Valley School Superintendent or a representative from the district
- C. The Board of Directors may increase or decrease the number of elected Directors.
- D. All Directors shall be volunteer Directors who shall serve without compensation other than reimbursement for actual, reasonable, and necessary expenses incurred in his or her capacity as a Director.

Section 3. **Selection and Election of the Board of Directors**

- A. A candidate for election to the Board of Directors shall:
- 1) Be a member of the Chamber in good standing;;
 - 2) Have been a member of the Chamber for a minimum of one year; and
 - 3) Have agreed to accept the responsibility of a Director.
- B. The Board of Directors may appoint a Nominating Committee to nominate persons to be elected to the Board of Directors. If a Nominating Committee is not appointed, the Executive Committee shall perform the duties of a nominating committee.
- C. The Board of Directors shall establish policies and procedures for the nomination and election of members of the Board of Directors.

Section 4. **Terms of Office and Limits on Terms of Directors**

- A. The term of office for elected Directors shall be three years.
- B. An elected Director who has served two consecutive three-year terms is considered to have fulfilled their commitment. If the director is serving as a chair of a committee their term length can automatically be extended. If a director, who is not chairing a committee, wishes to extend their term, they may apply to do so. This would allow any director who is an engaged active member of the Chamber to re-apply like any other new potential director for open director seats. All director applicants will be reviewed and nominated by the full board and voted on by the full board.
- C. An appointed Director may serve for as long as he or she holds the position which entitles him or her to be appointed to the Board of Directors.

Section 5. **Seating of New Directors**

The term of a newly-elected Director shall begin on the first day of the fiscal year following his or her election. The term of an appointed Director shall begin at the first regularly scheduled meeting of the Board of Directors following his or her appointment.

Section 6. **Removal of Directors**

A Director who is absent from two consecutive regular meetings of the Board of Directors shall automatically be removed from the Board of Directors, unless the absences are excused by a majority vote of the remaining Directors. In lieu of removal, the Director may apply in writing to the Board of Directors for a leave of absence, which the Board of Directors may, at its sole discretion, approve or deny.

Section 7. **Vacancies**

The Board of Directors may, but is not required to, fill a vacancy on the Board of Directors. If a vacancy is filled, the new Director shall serve until the term of the vacated Director is complete, after which the new Director is eligible to be elected for two additional consecutive terms.

ARTICLE V Officers

Section 1. Officers

The officers of the Corporation shall consist of the President, First Vice President, Second Vice President, Treasurer, Secretary, Immediate Past President, and Executive Director.

Section 2. Election and Term of Office

- A. Officers shall be elected by the Board of Directors at its November meeting for one-year terms. Officers may be re-elected to additional terms, except that no person may serve as President for more than two consecutive terms.
- B. All Directors and Officers shall be listed in the Chamber newsletter and announced at such time and in such manner as the Board of Directors may determine.
- C. Two or more offices may be held by the same person. No person may execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, or these Bylaws to be executed, acknowledged, or verified by two or more officers.

Section 3. Removal

Any elected Officer may be removed as an officer with or without cause by a vote in favor of removal of two-thirds of the Directors then in office.

Section 4. Duties of Officers

- A. President
 - 1) The President shall be the presiding officer of the Corporation and shall perform all duties incident to that office. The President shall preside at all meetings of the membership, of the Board of Directors and of the Executive Committee. With the concurrence of the Executive Committee, the President shall determine the need for committees, appoint the chairperson and members of all committees (except as provided under these Bylaws), and serve as an ex-officio member of all committees.
 - 2) Upon approval by the Board of Directors, the President shall sign all deeds, contracts, and other instruments affecting the operation of the Corporation or any its properties. The President shall sign, along with the Executive Director and either the First Vice President or Second Vice President, all formal documents of the Corporation.

- 3) The President shall perform such other duties as may be assigned to him or her by the Board of Directors.

B. First Vice President

- 1) In the absence of or other inability of the President to act for any reason, the First Vice President shall have the powers and perform the duties of the President.
- 2) In the event of the President's death, resignation, removal, or other inability to serve, the First Vice President shall become the President for the remainder of the President's term.
- 3) The First Vice President shall perform such other duties as may be assigned to him or her by the President or the Board of Directors.

C. Second Vice President

- 1) In the absence of or other inability of the First Vice President to act for any reason, the Second Vice President shall have the powers and perform the duties of the First Vice President.
- 2) In the event of the First Vice President's death, resignation, removal, or other inability to serve, the Second Vice President shall become the First Vice President for the remainder of the First Vice President's term.
- 3) The Second Vice President shall perform such other duties as may be assigned to him or her by the President or the Board of Directors.

D. Treasurer

- 1) The Treasurer shall keep, or cause to be kept, full and accurate accounts of the receipts and disbursement of the Corporation in accordance with applicable financial accounting standards.
- 2) The Treasurer shall deposit, or cause to be deposited, all monies in the name of and to the credit of the Corporation in depositories designated by the Executive Committee.
- 3) The Treasurer shall render, or cause to be rendered, at meetings of the Executive Committee and the Board of Directors, an accounting of the financial condition of the Corporation. He or she shall also render, or cause to be rendered, an annual financial report to the Board of Directors as soon as practicable after the end of each fiscal year.
- 4) The Treasurer shall perform such other duties as usually pertain to the office or as may be determined from time to time by the Board of Directors.

E. Secretary

- 1) The Secretary shall keep, or cause to be kept, minutes of all meetings of the membership, the Board of Directors, and the Executive Committee.

- 2) The Secretary shall send, or cause to be sent, all required notices of meetings of the membership and Board of Directors.
- 3) The Secretary shall sign in the name of the Corporation, all documents required by law, the Articles of Incorporation, or these Bylaws to be signed by the Secretary.
- 4) The Secretary shall keep and preserve the records and documents of the Corporation, including but not limited to the list of members.
- 5) The Secretary shall perform such other duties as usually pertain to the office or as may be determined from time to time by the Board of Directors.

F. **Immediate Past President**

The Immediate Past President shall serve as an advisor to the President and shall perform such other duties as may be determined from time to time by the President or the Board of Directors.

G. **Executive Director**

- 1) The Board of Directors shall hire the Executive Director, who shall be the chief executive officer and chief administrative officer of the Corporation, serving at the pleasure of the Board of Directors.
- 2) The Executive Director shall cause to be prepared notices, agendas, and minutes of meetings of the membership, the Board of Directors, and the Executive Committee.
- 3) The Executive Director shall serve as an advisor to the President and all committees, shall assemble information and data, and shall cause to be prepared special reports as needed.
- 4) The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees of the Corporation, and for the overall operation of the Chamber's offices.
- 5) Subject to the direction of the Board of Directors, the Executive Director shall perform such other duties as usually pertain to the office or as may be determined from time to time by the Board of Directors.

ARTICLE VI Committees

Section 1. **Executive Committee**

- A. The Executive Committee consists of the President, First Vice President, Second Vice President, Treasurer, Secretary, Immediate Past President, and one at-large member. The at-large member shall be selected by the Board of Directors at its November meeting.
- B. Except as provided by law, the Articles of Incorporation, or these Bylaws, the Executive Committee shall have and may exercise all powers and authority of the Board of Directors in the

management of the business and affairs of the Corporation between meetings of the Board of Directors, if the Executive Committee determines that actions must be taken before the next meeting of the Board of Directors.

- C. The Executive Committee shall not have the power to:
- 1) Amend the Articles of Incorporation or these Bylaws;
 - 2) Adopt an agreement of merger or consolidation;
 - 3) Sell, lease, or exchange all or substantially all of the Corporation's property and assets;
 - 4) Dissolve the Corporation or revoke a dissolution;
 - 5) Fill vacancies on the Board of Directors;
 - 6) Fix compensation of the Directors for serving on the Board of Directors or on a committee; or
 - 7) Terminate a member or remove a Director.
- D. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting, without prior notice and without a vote, if before the action all of the members of the Executive Committee entitled to vote on the action consent thereto in writing. Such written consents shall be filed with the minutes of the proceedings of the Executive Committee and shall have the same effect as a vote of the Executive Committee for all purposes.

Section 2. **Other Committees**

- A. The President, with the concurrence of the Executive Committee, shall appoint all committees other than the Executive Committee. Subject to confirmation by the Board of Directors, the President shall authorize and define committee assignments and instruct committees of their responsibilities and limitation of authority.
- B. Committees shall report to the Board of Directors as defined in their assignments or upon such dates set by the President. Committee reports are for the internal use of the Board of Directors and its committees and shall not be made available to the public unless such release is authorized by the Board of Directors.
- C. Except in the event that a committee is appointed as a standing committee, a committee shall be dissolved when its work is completed and its reports are accepted by the Board of Directors, but in no event shall a committee continue beyond the term of the appointing President.

ARTICLE VII Finances

Section 1. **Funds**

Except as otherwise provided in these Bylaws, all funds of the chamber shall be placed in checking, savings, or other accounts as approved by the Board of Directors.

Section 2. Authorized Signatures

The President, Treasurer, First Vice President, Second Vice President, and Executive Director shall be the only signatories on bank authorization cards.

Section 3. Disbursements

- A. The Treasurer shall cause to be kept a petty cash fund for use by the Executive Director with necessary controls to be established by the Treasurer.
- B. Disbursements of \$5,000.00 or more shall require the approval from one other authorized bank signer unless for an event and the limit is increased to \$10,000 or more. This can be done via email.

Section 4. Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Section 5. Compensation of Employees

The Executive Committee shall annually review the compensation of employees and may make necessary adjustments after considering recommendations of the Executive Director.

Section 6. Annual Financial Review

The accounts of the Corporation shall be reviewed annually by two elected Directors after the close of the fiscal year. The results of such review shall be provided to the Board of Directors within ninety days of the annual Treasurer's report. The report shall be at all times available to the members of the Corporation in the Chamber's offices.

**ARTICLE VIII
Divisions**

Section 1. General Provisions

- A. The Board of Directors may create or recognize an existing organization as a division of the Chamber for purposes of addressing special objectives within the Chamber's overall objectives.
- B. Organization
 - 1) A Division shall elect from its members a Division President, Division Vice President, and Division Treasurer to lead the Division's programs and assignments. The Division President

or his or her designee shall be a Director of the Corporation and will serve as the official liaison between the Division and the Board of Directors. The Chamber shall assign a staff person to serve as the official liaison between the Chamber and the Division.

- 2) Nominations for Division President, Division Vice President, and Division Treasurer shall be accepted at the regular September Board of Directors meeting. Ballots shall be mailed to Division members in October, to be returned to the Chamber office before the regular November meeting of the Board of Directors. The Chamber staff liaison shall advise the Division membership of the election results at the regular November Board of Directors meeting.
- 3) The terms of office for a Division President, Division Vice President and Division Treasurer shall be one year.
- 4) Division members shall enjoy all of the rights and privileges, and shall be bound by all of the duties, of members of the Chamber as provided in these Bylaws.

C. Responsibilities of a Division

A Division shall report to the Board of Directors at regular meetings of the Board of Directors about the activities of the Divisions. The report shall request approval of the Board of Directors for prospective activities and shall provide for historical reporting of past activities.

D. Financial Matters

A Division is permitted to raise, expend, and maintain funds for the purposes assigned to the Division. A Division Treasurer is responsible for maintaining bank account records, paying obligations incurred by the Division in the operation of its programs, and for reporting the Division's financial activities to the Executive Director in a format that allows for inclusion of the information in the books and records of the Corporation. Disbursements by a Division of \$200.00 or more shall require the signature of two of the three Division leaders.

ARTICLE IX Indemnification

Section 1. **Indemnification**

- A. Each person who is or was a Director, Officer, or member of any committee of the Corporation and each person who serves or has served at the request of the Corporation as a director, trustee, officer, committee member, partner, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation to the fullest extent permitted by the nonprofit corporation laws of the State of Michigan as they may be in effect from time to time.

- B. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification to any agent or employee of the Corporation or any other person serving the Corporation to the fullest extent permitted under the laws of the State of Michigan as they may be in effect from time to time.
- C. All indemnification that is provided pursuant to this Article IX shall be in excess of any other insurance, indemnification, or assumption of liability that is available to such person, whether provided by this Corporation or otherwise.
- D. Any part of this Article IX to the contrary notwithstanding, the Corporation shall not be required to indemnify any person for any liability, tax, or expense to the extent that such indemnification results in the imposition of tax under Section 4958 of the Code.
- E. No rights of subrogation are intended to be created by this Section.

Section 2. **Insurance**

The Corporation may purchase and maintain insurance on behalf of any person specified in Section 1 of this Article IX against any liability asserted against and incurred by such person in any such capacity or arising out of such person's status, as described in Section 1 of this Article IX, whether or not the Corporation would have the power to indemnify such person against such liability under the laws of the State of Michigan. The Executive Director shall annually inform each Director of the policy limits of insurance coverage and shall inform each Director if at any time insurance coverage is canceled or not renewed. No rights of subrogation are intended to be created by this Section.

ARTICLE X
Amendments

These Bylaws may be amended at any meeting of the Board of Directors by an affirmative vote of a majority of the Directors then in office and present at the meeting, provided that the text of the proposed amendments is provided to each Director at least one week prior to the meeting at which the action is to be taken. No amendment of these Bylaws that is inconsistent with the Articles of Incorporation shall become effective prior to any amendment that may be required in the Articles of Incorporation. Following approval of amendments to these Bylaws, the Executive Director shall advise the Members of the Chamber that the amended Bylaws are available at a Member's request.

Approved by the Board of Directors on the 24th of September 2024.

_____, Secretary