

BYLAWS
Of The
Greater Hartford Area Chamber of Commerce

Revised as of 3-14-2006

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ARTICLE I

General

Section 1: Name

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

Section 2: Purpose

The Greater Hartford Area Chamber of Commerce is organized to advance the general welfare and the prosperity of the Greater Hartford Area so that it's citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

Section 3: Area

The Greater Hartford Area Chamber of commerce economic region shall mean to include the Cities of Hartford, Hartford Township, Keeler Township, and the Counties of Van Buren and Berrien.

Section 4: Limitation of Methods

The Greater Hartford Area Chamber of Commerce shall observe all local, State and Federal laws which apply to a non-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

ARTICLE 11

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.

Section 2: Membership Application

Applications for membership, and payment of dues shall be submitted to the Board of Directors' Secretary. Notification of membership shall be by receipt of membership packet.

Section 3: Dues

Membership dues shall be at such rate or rates, scheduled or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance. Dues will be pro-rated for members joining from July 1st to the end of the calendar year.

3a. Business

3b. Individual, non-business

Section 4: Termination (Resignation, expulsion and delinquency.)

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 two-thirds vote for nonpayment of dues after sixty (60) days from date due, unless otherwise extended for good cause;

C. Any member may be expelled by two - thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the chamber, after a notice and opportunity for a hearing are afforded the member complained against.

Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 6: Exercise of Privileges

Any member may appoint an individual in writing to exercise the privileges of membership in member's absence. Said appointment may be changed by member in writing.

Section 7: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted, if deemed necessary, for the following groups: new directors, officers and directors, committee chairmen, committees and new members. A detailed outline for orientation of each of these groups shall be part of this organization's procedures manual.

ARTICLE III

Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during December 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 the said meeting.

Section 2: Additional Meetings

General meetings of the chamber may be called by the President at any time, or upon petition in writing of any three members in good standing: (a) Notice of Special meetings shall be e-mailed or surface-mailed (due to lack of e-mail address) to each member at least seven (7) working days prior to such meetings; (b) Board meetings may be called by the President or by the Board of Directors 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 one (1) working day prior to said meeting; (c) Committee meetings may be called at any time by the President, respective department vice president, or by the committee's chairman.

Section 3: Quorums

At any duly called board meeting of the chamber five (5) of the members shall constitute a quorum.

Section 4: Notices, Agenda, and Minutes

Written notice of all chamber meetings must be given at least 5 days in advance unless otherwise stated. An agenda, minutes, and a treasurer's report must be prepared for all meetings. A detailed outline for preparation of both shall be part of this organization's procedures manual.

ARTICLE IV

Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of nine (9) members, (one third) of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. The incoming president may appoint, subject to the approval of the Board from (3) to (6) members to the Board to serve one-year terms.

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 the Elections of the Directors.

A. **Nominating Committee.** At the regular October Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three (3) members of the Chamber. The President shall designate the Chairman of the committee.

Prior to the 2nd Tuesday in November, the Nominating Committee shall present to the President a slate of three (3) candidates to serve three-year terms replacing the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must lapse before eligibility is restored.

B. **Publicity of Nominations.** Upon receipt of the report of the Nominating Committee, the Secretary shall immediately notify the membership by e-mail of the names of persons nominated as candidates for directors and the right of petition.

C. **Nomination by Petition.** Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least four (4) 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(s) shall be final.

D. **Determination.** If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of three (3) candidates shall be declared elected by the Board of Directors at their regular December Board meeting.

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) candidates only. The Secretary shall e-mail this ballot to all active members at least fifteen (15) days before the regular December Board meeting.

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 its regular December Board meeting declare the three (3) candidates with the greatest number of votes elected.

E. **Judges.** The President shall appoint, subject to the approval of the Board of Directors, at least (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for elections. One will be designated chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the result of the election to the Board of Directors.

Section 3: Seating of New Directors.

All newly-elected and appointed Board members shall be seated at first regular Board meeting (January) of the new year, and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the current program year.

Section 4: 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 membership on the Board unless confined by illness or other absence approved 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 a majority vote of the Board of Directors.

Section 5: Policy (Statements of position on issues.)

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6: Management

The Board of Directors shall employ a Secretary and shall fix the salary and other considerations of employment.

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 (new and continuing) at its regular January 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, Vice President, Secretary, and Treasurer to conduct the activities of the chamber . Officers will be elected from members of the new Board. All officers shall take on the first day of the new fiscal year and serve for a term of one (1) year or until their successor assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

A. **President.** The president shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, Board of Directors and the Executive Committee. The president shall, with advice and counsel of the Executive Committee, determine- all committees, select all committee chairpersons, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

B.. **Vice President.** The Vice President shall exercise the powers and authority and perform the duties of the president in the absence or disability of the President. Duties of the vice president shall be such as the title, by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. The Vice President will also have under his/her immediate jurisdiction all committees pertaining to their general duties.

C. **Treasurer.** The treasurer shall be responsible for safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President. The Treasurer shall cause a monthly financial report to be made to the Board. The Treasurer shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors.

D. **Secretary.** The Secretary shall serve as Secretary to the Board of Directors, and cause to be prepared notices and minutes of meetings of the Board. The Secretary shall serve as advisor to the president and committees on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the chamber. The Secretary shall be a member of the Board of Directors, the Executive Committee and all committees.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the President, Vice President, Treasurer and Secretary. The President will serve as chairman of the Executive Committee.

Section 4: Indemnification.

The chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all of its officers as spelled out in Article IV, Section 7 of these bylaws.

ARTICLE VI

Committee and Divisions

Section 1: Appointment and Authority.

The President, by and with the approval of the Board of Directors, shall appoint all committee chairmen. The President may appoint such ad-hoc committees and their chairmen as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the president and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors. It shall be the function of committees 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 committees.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

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 Treasurer and President are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3: Fiscal Year

The fiscal year of the chamber shall be from January 1 - December 31.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Budget Committee if preferred shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Audit

The accounts of the Chamber of Commerce shall be audited annually as of the close of business on December 31. Commencing in January of 2007, audits conducted in odd years (of the previous year) will be conducted by a committee of two (2) chamber members and the chamber treasurer. Audits conducted in even years (of the previous year) shall be conducted by a public accountant. The audit shall at all times be available to members of the organization within the offices of the chamber.

Section 6: Bonding

The President and Treasurer and such other staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the chamber.

ARTICLE VIII

Dissolution

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 inure, 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 as defined in IRS Section 501 (c) (3)

ARTICLE IX

Parliamentary Authority

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter 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 of Directors, or by a majority 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 Board or members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted: September 11, 2002

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Bylaws Committee:

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