

PENTWATER CHAMBER OF COMMERCE

PENTWATER, MICHIGAN BY-LAWS

ARTICLE I- NAME

SECTION 1

The organization shall be known as the Pentwater Area Chamber of Commerce. Its principal office shall be located within the corporate limits of Pentwater, Michigan.

ARTICLE II - OBJECT

SECTION 1

The objectives of the Pentwater Chamber of Commerce are: to develop, encourage, promote and protect the commercial, financial, professional and general business interests of the Village and Township of Pentwater and its environs: to promote the civic interests and general welfare of the community: to extend and promote trade and commerce: to foster, develop and protect the industrial and commercial developments of the Pentwater area.

ARTICLE III -LIMITATIONS

SECTION 1

The Pentwater Area Chamber of Commerce shall be non-partisan, non-sectarian, and non-political.

SECTION 2

The Pentwater Chamber of Commerce is not organized for profit or organized to engage in any activity ordinarily carried on for profit. Further, no part of the Pentwater Chamber of Commerce's net earnings will inure to the benefit of any private individual or organization.

ARTICLE IV - MEMBERSHIP

SECTION 1

ELIGIBILITY: Any person, firm, corporation, partnership, estate, or association may subscribe to membership in the Pentwater Area Chamber of Commerce by submitting a valid application form to be accepted by the Board of Directors.

SECTION 2

MEMBERSHIP INVESTMENT: There shall be an investment per annum set by the Board of Directors each year. This investment shall be due in full on the first (1st) day of September of the current year. Any new member admitted to the Chamber after the first (1st) day of September of the current year will be on a pro-rate schedule.

SECTION 3

TERMINATION: If any member shall fail to pay their dues within forty five (45) days after the September first (1st) anniversary date of each year, notice of delinquency shall be forwarded to them by the Chamber. If at the end of fifteen (15) days the membership still remains unpaid, their membership may be removed from the chamber rolls and all its marketing materials.

ARTICLE V - VOTE

SECTION 1

ELIGIBILITY: Each membership in good standing shall be entitled to cast one (1) vote.

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ARTICLE VI - BOARD OF DIRECTORS

SECTION 1

RESPONSIBILITY: To conduct and transact all the business of the Pentwater Area Chamber of Commerce.

SECTION 2

TERMS OF OFFICE: The board of Directors shall consist of seven (7) members in good standing. The term of office shall be for two (2) years. They shall be elected on alternating years with the even number of members on odd years and the odd number of members on the even years. The term of office will coordinate with the fiscal year of the Chamber.

SECTION 3

STRUCTURE: At the Board of director's first organizational meeting of the calendar year they shall elect a Chairperson, Vice Chairperson, Event Officer, and Budget/Finance Officer. The term of office for each elected position within the Board shall be for one year. The term of office will coordinate with the fiscal year of the Chamber.

SECTION 4

DUTIES: The Chairperson shall preside at all meetings, conduct all meetings in accordance with the rules provided herein, provides contract management for the Director position, and may approve expenditures of \$200 or less without Board approval. The Chairperson also oversees all ongoing business of the Pentwater Chamber of Commerce throughout the fiscal year.

The Budget/Finance Officer shall oversee the complete budget cycle; this includes initial budget preparation, budget proposal, and ongoing management of the budget throughout the fiscal year. The Budget/Finance Officer provides contract management for the Book Keeper/Secretary.

The Events Officer shall preside at all event meetings and events, provides contract management for the Events Coordinator position, and works in conjunction with the Board regarding events financing.

The Vice Chairperson shall act in the capacity of the Chairperson in their absence and shall succeed to the office of Chairperson in the event of a vacancy in that office.

The Board may choose to delegate a portion of clerical functions, record keeping and various designated tasks to other such persons as they deem necessary. The Board may employ professional services to conduct the business of the Chamber such as but not limited to an Executive Director.

SECTION 5

EXPULSION: Board members may be removed from office if they miss more than two consecutive regular meetings without cause.

SECTION 6

VACANCIES: Any vacancies with the exception of the Chairperson shall be replaced with the confirmation by a majority of the Board. They shall hold the board position for the duration of the vacated Board members term.

ARTICLE VII - ELECTION OF THE BOARD OF DIRECTORS

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SECTION 1

SELECTION: Election of Board members shall be conducted from a slate of candidates selected by the Nominating Committee and any nominees from the floor are members present at the annual meeting.

SECTION 2

NOMINATING COMMITTEE: The committee shall be comprised of two (2) members in good standing and selected by the incumbent board of Directors at least thirty (30) days prior to the annual meeting.

ARTICLE VIII - PARLIAMENTARY PROCEDURE

SECTION 1

The Pentwater Area Chamber of Commerce will use Roberts Rules of Order as a guideline for its proceedings

ARTICLE IX - MEETINGS

SECTION I

GENERAL MEMBERSHIP There shall be two (2) meetings scheduled each year. The dates shall be set by the Board of Directors of which the last meeting of the fiscal year shall be known as the Annual Membership meeting. This meeting shall include the annual report to the membership by the Board of Directors and the election of the Board of Directors. Special membership meetings may be called by the Chairperson of the Board of Directors with the approval of the majority of the Board, or by a signed petition from one tenth (1/10) of the general membership that has been requested to the Board.

SECTION 2

BOARD OF DIRECTORS: The Board of Directors shall meet a minimum of six (6) monthly meeting per year as set by the majority of the Board. Special meetings may be called by the chairperson or by the request from any two (2) Board members. No official business may be conducted at any Board meeting without a majority present.

ARTICLE X - FISCAL YEAR

SECTION 1

The fiscal year for the Pentwater Chamber of Commerce shall be January one (1st) through December thirty one (31st).

ARTICLE XI - FUNDS

SECTION 1

EXPENDITURES: Shall be made with the authorized signature of any 1 (one) of 4 Board Officers, according to Chamber Policy.

SECTION 2

RECORDS: The funds and receipts shall be deposited in any bank of good standing selected by the Board. The Budget/Finance Officer shall report, at each meeting, the disposition thereof.

SECTION 3

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RECONCILIATION: At the Board of Directors first organizational meeting of the calendar year, they shall appoint a certified public accountant or two (2) qualified Pentwater Chamber members other than Board members to review the financial records of the Chamber. This review shall be completed in a timely fashion and presented at the next semi-annual General Membership meeting.

ARTICLE XII - COMMITTEES

SECTION 1

APPOINTMENT: The Chairperson shall with the approval of the Board appoint such standing committees and special committees as may be deemed necessary to conduct the affairs of the Chamber.

SECTION 2

STRUCTURE: The Chairperson shall be an office member of all committees. All meetings shall be conducted within the guidelines of these By-Laws. Each committee may consist of at least one (1) board member if so designated.

SECTION 3

FUNCTION: It shall be the responsibility of all committees to make investigations, conduct hearings, and make recommendations and to carry on such activities as may be delegated to them by the Board of Directors. They shall examine and report on such subjects as may be referred to them by the general membership. They may originate and report to the membership such views as they deem proper for its consideration.

SECTION 4

AUTHORITY: No committee shall take or make public any formal action or make any resolution or in any way commit the Chamber of Commerce on a question of policy, or any matter of general public interest, or any contract for service or material without having first received the approval of the Board.

ARTICLE XIII - AMENDMENTS

SECTION 1

AMENDED: These By-Laws may be amended at any General Membership meeting of the Pentwater Chamber of Commerce by a 2/3rds vote of the members present, providing that the proposed amendment has been submitted in writing at least 15 days prior to said meeting.

SECTION 2

EFFECTIVE: Latest revisions to these By-Laws were approved at the General Membership meeting held on December 8, 2011. This revision will replace any and all By-Laws in effect on this date.

SECTION 3

REVISIONS: ARTICLE 1: Section 1./ ARTICLE II: Section 1./ ARTICLE IV: Section 1.

Section 2. Section 3./ ARTICLE V: Section 1. ARTICLE VI: Section 1. Section 2. Section 3.

Section 4. Section 5./ Section 6. ARTICLE VII: Section 1. Section 2./ ARTICLE VIII:

Section 1. ARTICLE IX: Section 1. Section 2. ARTICLE X: Section 1./ ARTICLE XI:

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Section 1. Section 2. Section 3. ARTICLE XII: Section 1. Section 2. Section 3. Section 4.

ARTICLE XIII: Section 1. Section 2. Section 3.

ARTICLE XI – Section 3

12/8/2011 Revisions: ARTICLE VI – Section 2, Section 3, Section 4. ARTICLE VII – Section 2. ARTICLE XI – Section 1, Section 2. ARTICLE XII – Section 2

12/6/2012 Revisions: Article VI-Section 3, Section4