

By-Laws of the Charlotte Chamber of Commerce

ARTICLE I NAME

The name of the organization shall be the Charlotte Chamber of Commerce.

ARTICLE II OBJECT

The purposes of the Chamber are to advance the agricultural, commercial, industrial and civic interests of the City of Charlotte and its surrounding territory.

The Mission of the Charlotte Chamber of Commerce is to promote a climate that is favorable for the vibrancy of the community through collaboration, leadership and service. The Vision Statement is: Success of all current and potential Charlotte area businesses and organizations.

ARTICLE III Section I MEMBERSHIP

Any person, association, corporation, partnership or estate *within the Charlotte area* may subscribe to membership in the Charlotte Chamber of Commerce. ***Individual membership is available.***

Section II CLASSES & DUES

Any person, firm, association or corporation interested in the general welfare of the City of Charlotte and the surrounding territory *area* shall be eligible to membership in the Chamber of Commerce. They may be elected at any meeting of the Board of Directors and shall pay a membership fee as determined by the Board of Directors.

A full years membership fee shall be collected from new members joining in July, August, and September. Membership will be prorated after that date. April, May and June will be required to a full years membership fee which will pay them ahead for the entire following fiscal year. Fiscal year is July 1 - June 30.

A new member is defined as being any person, firm, association or corporation not having previously belonged to the Charlotte Chamber of Commerce. Previous members renewing their memberships are expected to pay the full membership regardless of what month they renew in the fiscal year.

ARTICLE III continued
Section III

Each firm, corporation or association may designate an executive *a member or representative* who shall represent its membership in the Chamber and shall have the right at any time to change its representative upon written notice to the Chamber of Commerce.

Section IV
HONORARY MEMBERSHIP

Any person upon a two-thirds vote of the directors may be admitted to honorary membership. Such member shall have all the rights and privileges of active members except the right to vote, and shall be exempt from all fees and dues.

Section V
ASSOCIATE MEMBERSHIP

Any person, firm, association or corporation located outside of the Charlotte zip code area can join as an associate member. Associate members receive all the same benefits as other members, other than the right to vote or hold office.

Section VI
INDIVIDUAL MEMBERSHIP

Any person can become an individual member of the Chamber, providing they are not actively employed by or own a non-member firm, association or corporation.

Section VII
ELECTION

Members may be elected at any meeting of the Board of Directors. A two-thirds (2/3) vote of those present shall be necessary to elect.

Section VIII
EXPULSION

Any member may be expelled by the Board of Directors by a two-thirds (2/3) vote of the entire membership of the Board of Directors for non-payment of dues; or after written notice and opportunity for conduct un-becoming a member.

ARTICLE III continued
Section IX
RESIGNATION

Any member, upon written request addressed to the Board of Directors, accompanied by a remittance covering the full amount of his pledge and/or his membership fee, any resign from the Chamber of Commerce.

In the event of the death of a member, the Board of Directors shall cancel his pledge. In the event of the removal of a member from the vicinity, or in consideration of business changes or reverses, the Board of Directors may cancel his pledge. If the resignation occurs on the Board of Directors, the remaining time of the board member term may be filled by appointment by the Board of Directors, *after recommendation by the President.*

ARTICLE IV
MEMBERSHIP MEETINGS

Section I
REGULAR & SPECIAL MEETINGS

The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable. The Board of Directors shall call a membership meeting upon petition signed by not less than ten percent of the members.

Section II
ANNUAL MEETING

The Board of Directors shall provide for an *a written report at the* annual meeting of the Chamber each year as soon after the beginning of the calendar year as possible.

Section III
QUORUM – *General/Special Membership Meeting*

Twenty-five (25) *Fifteen (15)* members whose dues are paid shall constitute a quorum for the transaction of business at any regular called meeting of the Chamber.

Section IV
NOTICE

Notice of any membership meeting shall be mailed to each member at least three days in advance of such meeting.

ARTICLE V
BOARD OF DIRECTORS

Section I
COMPOSITION OF THE BOARD

The Board of Directors shall be composed of 15 members, one-third (1/3) of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. 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 II
SELECTION AND ELECTION OF DIRECTORS

A. A nominating committee: At the regular November Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of at least five members of the Chamber. The President shall designate the Head of the Committee. Prior to December 1st the Nominating Committee shall present to the President a slate (of ten candidates) to serve three-year terms, to replace 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 year must elapse before eligibility is restored. The candidates shall come from the following categories: Industrial, Professional, Retail, Service, and At Large. (Consisting of three (3) from each category).

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

C. Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least 10 qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within 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. Voting. The names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for 5 candidates - one from each of the following categories: Industrial, Professional, Retail, Service and At Large. The President shall mail this ballot to all active members at least 10 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 10 days. The Board of Directors shall at their regular December Board meeting declare the five 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 three *one*, but not more than five *three* judges who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

E. The last *Immediate* Past President shall remain on the Board of Directors as a non-voting member to assist in an advisory capacity for one year beyond his/her term of office.

ARTICLE V continued
Section III
SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated at the regular January Board meeting and shall be participating members thereafter.

Section IV
VACANCIES

A member of the Board of Directors who shall be absent from three 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 the Board of Directors by a majority vote, *at the recommendation of the President.*

Section V
POLICY

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

Note: at this time no policy manual can be found....

Section VI
MANAGEMENT

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section VII
MEETINGS

Regular meetings of the Board of Directors shall be held at the office of the Chamber of Commerce, or any other place in the City of Charlotte to be designated by notice each month on such day as the Board may determine.

Special meetings of the Board of Directors may be called at any time by the President, Manager, three Directors or 10% of the members of the Chamber. A majority of the Board of Directors shall constitute a quorum at any meeting.

ARTICLE VI
Section I
INDEMNIFICATION

The Chamber has resolved, that each person who is or was a director or an officer of this Corporation shall be indemnified by the Corporation to the fullest extent permitted by the corporation laws of the State of Michigan, as they may be in effect from time to time. This Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the laws of the State of Michigan.

Section II
SELECTION AND ELECTION OF DIRECTORS

Board Member's who have served two consecutive three-year terms, is eligible for election for a third term. A period of one year must elapse before eligibility is restored.

Section III
ELECTION OF OFFICERS

Within ten days after the annual election, the Directors shall meet and elect officers for the ensuing year, a President, a President-elect , a Treasurer, *Assistant Treasurer* and a Executive Director. All of said officers must be members of the Board of Directors except the Executive Director . The Board of Directors shall elect and employ the chief executive officer who shall be Executive Director and whose compensation shall be determined and reviewed annually by the Executive Committee before the fifth of May and reported at the regularly scheduled board meeting of the Board of Directors.

Section IV
DUTIES

The duties of the officers shall be such as their titles, by general usage, would indicate and such as are required by law, and such and may be assigned to them by the Board of Directors from time to time.

ARTICLE VI continued
Section V
DUTIES OF EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrative officer *Executive Director* of the Chamber. It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts and maintain an accurate record of the proceedings of the Chamber, The Board of Directors and all committees. The Executive Director shall submit a financial statement and written report of the year's work at the close of each fiscal year. The Executive Director shall perform such duties as may be incidental to the office, subject to the direction of the Board of Directors. At the expiration of this term of office, he *the director* shall deliver to the Board of Directors all books, papers, and property of the Chamber. The position of the Executive Director and her assistants shall be bonded in the amounts approved by the Board and the fee or fees shall be paid by the Chamber. The Executive Director will assist the Treasurer in the latter's duties.

ARTICLE VII
COMMITTEE

The Board of Directors shall authorize and define the powers and duties of all committees. The *Director and/or the* President shall appoint all committees, subject to confirmation by the Board of Directors.

ARTICLE VIII
DISBURSEMENTS
Section I

The receipts from Membership dues and other sources, when the disposition thereof is not specifically designated, shall constitute the general fund of the organization, from which all fixed charges for the maintenance and conduct of the organization, and other expenses regularly incurred by the Chamber in the prosecution of its work, shall be paid. All disbursements of the funds of the Chamber shall be subject to review of the Board of Directors. All disbursements shall be made by check, which shall be signed by any two of the following four: President, President-Elect, Treasurer, *Assistant Treasurer* and Executive Director.

ARTICLE IX
FISCAL YEAR
Section I

The fiscal year shall end the 30th day of June.

ARTICLE X
PARLIAMENTARY PROCEDURE
Section I

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE XI
AMENDMENTS
Section I

These by-laws may be repealed or amended, or new by-laws may be adopted, by the vote or written assent of a majority of the member respondents of this organization entitled to vote.

ARTICLE XII

The Board shall have the power to waive any of the provisions in the bylaws, on a case by case basis, by a 2/3 vote of the entire membership of the Board of Directors.

Revised: November 1, 1975
 January 1988
 October 10, 1989
 December 16, 1997
 November 17, 2004