

SWCCC BYLAWS

ARTICLE 1

Name and Purpose

SECTION 1: The name of this organization shall be the Southern Wayne County Chamber of Commerce hereinafter referred to in these By-laws as the “Chamber.”

SECTION 2: The Purpose of this organization shall be to advance all business, commercial, financial, industrial, professional and agricultural interests located in Southern Wayne County and the surrounding area; to facilitate the production of goods and services; to encourage an atmosphere in which private enterprise may operate profitably and efficiently; to collect or cause to be collected data and to make or cause to be made investigations and surveys relative to matters of social, civic, and economic importance to Southern Wayne County; to interpret and publicly express the views of its members; to develop civic and cultural interest; to promote the general welfare and prosperity of the area; to stimulate public sentiment to these ends; and to provide such social features and plans as will promote these purposes.

ARTICLE II

Membership

SECTION 1: Any person, association, business, non-profit or governmental entity having an interest in the Purpose of the organization shall be eligible to apply for membership or renewal of membership.

SECTION 2: All candidates for membership shall make written application to the Board of Directors and the application shall be regarded as a representation on the part of the applicant of an interest in the Purpose of the Chamber and adherence, if elected, to its bylaws, rules and procedures. The membership application shall be approved by the affirmative vote of a majority of the Board of Directors present at the meeting at which the application is considered.

SECTION 3: The Board of Directors shall set annual dues after receiving the recommendation of the Executive Committee.

ARTICLE III

Nominating Committee

At or before the regular July Board of Directors meeting, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five Chamber members including a Chairman. The Nominating Committee shall nominate Directors, Officers and Non-Office members of the Executive Committee each year. A majority of the members of such committee shall constitute a quorum.

The members of the Nominating Committee shall meet at such time as the Chairperson may designate to nominate candidates for the Board of Directors. The slate of nominees shall be presented to the Board of Directors at the September Board of Directors meeting which shall consider and approve the nominations.

ARTICLE IV

Board of Directors

SECTION 1: The annual election of the Board of Directors shall take place on or before the scheduled Board of Directors meeting in November or by the second Tuesday in November if no meeting of the Board of Directors occurs in November. At the November Board of Directors meeting or at the next official meeting of the Board of Directors, the election shall be certified by a majority vote of the Directors present and voting.

SECTION 2: The term of office for Directors shall be two years for elected and one year for appointed Directors or until their successors who shall serve are elected and qualify.

Vacancies on the Board of Directors shall be filled by recommendation of the Executive Committee to the Board of Directors, which shall consider and approve.

SECTION 3: Elected members of the Board of Directors shall take office and assume their duties on the first of January following their election. Members appointed to fill a vacancy shall take office and assume their duties immediately following their appointment. The services of the retiring Officers and members of the Board of Directors shall cease as of the date their successors take office, except that Directors who are Officers shall serve as Officers until their successors are elected and qualify.

SECTION 4: The Authority of the Chamber shall be vested in the Board of Directors. 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, which shall be reviewed and revised as necessary.

SECTION 5: The Board of Directors shall consist of forty-two members elected by the membership and eight members appointed by the Chairperson of the Board as hereinafter provided. The Chairperson shall appoint eight members to serve for one year subject to approval of the Board of Directors.

SECTION 6: The Board of Directors shall meet at least once a month; however this requirement may be waived for a period not to exceed two consecutive months by a majority vote of the Board of Directors.

SECTION 7: Special meetings of the Board of Directors may be called at any time by the President, or Chairperson of the Board, or by any five members of the Board of Directors. At least three days written notice of such meeting shall be given to the members of the Board of Directors at their respective residences or usual places of business.

SECTION 8: Twenty-six present and voting Directors shall constitute a quorum at any regular or special meeting of the Board of Directors. Business may be conducted by a majority vote of voting directors; however, the affirmative vote of sixty (60%) percent of the voting Directors is required to establish an official position on a public issue, to approve or amend the budget and to sell or acquire assets not listed in the budget.

In case less than a quorum shall be assembled at any regular or special meeting of the Board of Directors, action may nonetheless be taken upon any question which could be decided by simple majority vote of Directors as above provided, if such action shall be supported by the same

absolute number of Director votes as would be required for action at a meeting at which a quorum is assembled; and, provided further, that as to any question subject to a greater or different voting, requirement, action may likewise be taken in such case if supported by the same absolute number of votes as would be required for action at a meeting at which a quorum is assembled.

SECTION 9: The unexcused absence of any Director from three consecutive regular meetings of the Board of Directors may, at the discretion of the Board of Directors, be construed as the resignation of said Director.

SECTION 10: The Board of Directors shall have authority to employ a President, borrow money, secure the payment of the same; to execute and deliver mortgages, bonds, deeds of trust, trust agreements and negotiable and transferable instruments and securities, secured by mortgage or otherwise; to own, buy, sell, lease, or sublease land or buildings for its headquarters; to raise funds for special projects and to do every other act and thing necessary to effectuate the same, with approval of a majority of the entire board.

SECTION 11: A review of the financial records of the Chamber shall be made by a Certified Public Accountant at the end of the fiscal year and the results of this review shall be reported to the Executive Committee and the Board of Directors.

ARTICLE V

Officers

SECTION 1: The Board of Directors shall elect from its members a Chairperson of the Board, First Vice Chairperson, Second Vice Chairperson, Secretary and Treasurer. All officers shall take office on the first day of the new fiscal year and shall serve for a term of one year or until their successors assume the duties of office.

In the event any elected Officer resigns or otherwise vacates the office, the Board of Directors may elect a new Officer from among its members to fill such vacancy for the unexpired term of the predecessor in office.

SECTION 2: The Chairperson of the Board shall preside at all meetings of the Chamber and Board of Directors and shall perform all duties incident to the office.

SECTION 3: Officers in progression shall act in the absence or disability of the Chairperson of the Board.

SECTION 4: The Treasurer shall be responsible for the 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.

SECTION 5: It shall be the duty of the President to carry out the Purpose of the Chamber and also perform such duties as may be delegated by the Board of Directors.

ARTICLE VI

Committees

SECTION 1: There shall be an Executive Committee which shall be composed of the elected Officers of the Board, the Immediate Past Chairperson of the Board, the President, and such other members of the Board of Directors, not to exceed three as the Nominating Committee may select. The Chairperson of the Board shall act as Chairperson of the Executive Committee and, in the Chairperson's absence, the Officers in progression shall preside. Three members shall constitute a quorum.

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.

SECTION 2: There shall be a Finance Committee which shall be composed of the Chairperson of the Board, First Vice Chairperson, Second Vice Chairperson, Treasurer and such other members of the Board of Directors as the Chairperson of the Board may select. The Treasurer shall preside as Chairperson. The Committee shall from time to time prepare for recommendation to the Board of Directors, proposed budgets of income and expenditures for such periods as may be designated by the Board of Directors which proposed budgets shall form the basis of requests for appropriations from the funds of the Chamber during such periods.

SECTION 3: The Chairperson of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee Chairperson as are necessary to carry out the program of the Chamber. It shall be the function of committees to carry on such activities as may be delegated to them by the Board.

SECTION 4: Meetings of committees may be called at any time by the Chairperson of the Board, by the Chairperson of such committees, or on written request of any two members of the committee. One-third of committee membership shall constitute a quorum.

SECTION 5: Committees shall be advisory in nature only, unless authority to act is specifically delegated to them by said Board of Directors, and in the absence of such delegation of authority to act, the committees shall promptly report to the Board of Directors their findings and recommendations upon the matters delegated to them.

No committee shall make public any action or resolution until it shall first have reported to and received the approval of the Board of Directors, except those instances where authority to act has been delegated to the committee.

SECTION 6: The Chairperson of the Board and President shall be ex-officio members of all committees.

ARTICLE VII

Divisions and Associations

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations, as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, unless approved by the Board of Directors.

ARTICLE VIII

Meetings

SECTION 1: Meetings of the Chamber's membership may be held at the discretion of the Board of Directors.

SECTION 2: Special meetings of the Chamber's membership may be called at any time by order of the Board of Directors, upon the written request being filed with the Board of Directors of five percent of the membership and said written request shall state the purpose of said proposed special meeting. At least three days written notice of such requested meeting shall be given to the members either by publication in the official publication of the Chamber or by mail, and shall state briefly the matter or matters to be covered at said special meeting.

SECTION 3: At any meeting of the members, each voting member of the Chamber shall be entitled to one vote on every question, provided such member is present at the meeting where the vote is taken.

SECTION 4: Proceedings at Chamber membership meetings and Board of Directors meetings shall be governed according to the current, "Robert's Rules of Order" insofar as the same do not conflict with these bylaws or with the rules or procedure adopted by the Board of Directors for the conduct of their own business.

ARTICLE IX

Amendments

These bylaws may be amended by a two-thirds vote of the Board of Directors, present and voting, or by a majority of the members at any regular or special meeting, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments shall be submitted to the Board or the members in writing, at least ten days in advance of the meeting at which they are to acted upon.

ARTICLE X

Indemnification

Each person who is or was a Board member and each person who serves or has served at the request of the Chamber, as a Board member, employee, agent, joint venture, trust, volunteer or other enterprise may be indemnified by the Chamber to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. Indemnification against claims, liability and expenses shall be provided in connection with such matters as to which the Chamber is advised by counsel that the person to be indemnified did not commit such breach of duty, and for any action taken by any of them in good faith which they

deemed to be for the benefit of the Chamber and the fulfillment of its purposes according to their best judgment. The Chamber 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 status as such, whether or not the Chamber would have power to indemnify such person against such liability under the laws of the State of Michigan.

ARTICLE XI

Dissolution

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 501c(3).

Approved by the Board of Directors on September 28, 2000

D. James Barton, Chairman

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 the local government only as defined in IRS Section 501c(6).¹

¹Changed from “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 501c(3)” by unanimous vote of the SWCRC Board of Directors at the regular meeting of the board on November 20, 2008

Fred Karn, Chairman