

BYLAWS
OF
SOUTHERN WAYNE COUNTY
REGIONAL CHAMBER OF COMMERCE

Dated as of
September 28, 2023

**BYLAWS
OF
SOUTHERN WAYNE COUNTY
REGIONAL CHAMBER OF COMMERCE**

A Michigan Nonprofit Corporation

**ARTICLE I
NAME, OFFICES, AND PURPOSES**

1.1 **Name.** The name of the Corporation is Southern Wayne County Regional Chamber of Commerce (the “*Corporation*”).

1.2 **Places of Business.** The Corporation shall have its principal place of business in Wayne County, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

1.3 **Purposes.** The Corporation’s corporate purposes are as set forth in its Articles of Incorporation.

**ARTICLE II
MEMBERS**

2.1 **Membership Basis.** The Corporation is organized on a nonstock, membership basis under the Michigan Nonprofit Corporation Act of 1982, as amended (the “*Act*”).

2.2 **Qualifications for Membership.** Any person, association, business, non-profit organization or governmental entity having an interest in the purposes of the Corporation shall be eligible to apply for membership or renewal of membership. All candidates for membership shall make written application to the President/CEO and the application shall be regarded as a representation on the part of the applicant of an interest in the purposes of the Corporation and adherence, if approved, to its bylaws, rules and procedures. New memberships shall be approved by the affirmative vote of a majority of the Board of Directors present and voting at the meeting at which the memberships are considered. The Board of Directors shall set annual dues upon recommendation by the Executive Committee. Membership within the Corporation shall be further governed by the terms of the Corporation’s Membership Policy.

2.3 **Removal or Expulsion of Members.** Members may be removed by the affirmative vote of a majority of the Members. Furthermore, Members shall have their membership(s) automatically cancelled upon their failure to pay annual membership dues within 90 days following the payment due date. Removal or expulsion of an individual from the membership under any provision in this Section 2.3, or any other relevant term in the Corporation’s Membership Policy, shall immediately waive such individual’s right to serve on Board of Directors, as an officer, or in any other official capacity within the Corporation as determined by the Board of Directors. Notwithstanding the foregoing, any Member described in the preceding sentence may reapply for a position within the Corporation after (i)

successfully reapplying for membership in accordance with Section 2.2 and (ii) remaining in good standing with the Corporation, as determined by the Board of Directors.

2.4 Annual Meeting. The annual meeting of the Members shall be held on a date to be determined by the Members each year, unless the Members act by written consent or by ballot, in accordance with Section 402 of the Act, in lieu of holding an annual meeting. At the annual meeting, the Members shall elect directors and shall consider such other business as may properly be brought before the meeting. If less than a quorum of the Members appears for an annual meeting of the Members, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting, or by consent resolution.

2.5 Regular and Special Meetings. Regular meetings of the Members may be held at such times and places as the Board of Directors may from time to time determine or as shall be directed or approved by the vote or written consent of all the Members. Special meetings of the Members may be called by the Board of Directors upon the written request of five percent (5%) of the Members.

2.6 Action by Ballot in Lieu of Meeting. Any action required or permitted to be taken at an annual or special meeting of the members, including the election of directors, may be taken without a meeting if the corporation provides a ballot, as defined in the Act, to each member that is entitled to vote on the action in the manner provided in the Act for providing notice of meetings to members. The ballots provided to members must set forth each proposed action, provide an opportunity for the member to vote for or against the action, and specify a time by which the corporation must receive a ballot to be counted as a vote of the member (which cannot be less than 20 days or more than 90 days after the date the corporation provides the ballot to the members). An action is considered approved by the members if the total number of valid member ballots timely received by the corporation equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by members present was the same number as the number of votes cast by ballot.

2.7 Notice of Meetings of the Members. Written notice of the time, place and purpose of all meetings of the Members shall be given to each Member at least ten days and not more than sixty days before the date of the meeting, either personally, by electronic transmission, or by mailing such notice to each Member at the address designated by the Member for such purposes or, if none is designated, at the Member's last known address. No business may be conducted at a meeting except the business specified in the notice of the meeting.

2.8 Waiver of Notice. Whenever notice of any meeting of the Members is required, a written waiver of notice signed by a Member, whether before, at, or after the time of such meeting, shall be deemed equivalent to notice to such Member. Neither the business to be transacted at nor the purpose of any meeting need be specified in any written waiver of notice. Attendance of a Member at any meeting shall constitute a waiver by the Member of notice of such meeting, except when the Member attends such meeting for the express purpose of

objecting, at the beginning of the meeting, to the transaction of any business because such meeting is not lawfully called or convened. Attendance of a Member at any meeting shall also constitute a waiver by the Member of objection to consideration of a particular matter that is not within the purposes described in the meeting notice unless the Member objects to considering the matter when it is presented.

2.9 Organization. The Chairperson of the Board shall act as chairperson and preside at all Member meetings. In the absence of the Chairperson of the Board, the Members present may designate an alternate chairperson for any Member meeting. The Secretary of the Corporation shall act as secretary at all Members meetings, but in the Secretary's absence the chairperson of the meeting may appoint any person present to act as secretary of the meeting.

2.10 Order of Business. The order of business at all Members meetings shall be as determined by the chairperson of the meeting or as is otherwise determined by the Members.

2.11 Quorum and Voting Requirements. One-eighth (1/8) of the Members constitutes a quorum for the transaction of business. The vote of a majority of the Members present and voting at any meeting at which there is a quorum shall be the act of the Members, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation.

2.12 Action by Written Consent. Any action the Members are required or permitted by the Act to take at an annual or special meeting may be taken without a meeting, without prior notice, and without a vote if written consents setting forth the action taken are signed and dated by Members or their proxies that have not less than the minimum number of votes that is necessary to authorize or take the action at a meeting at which all Members entitled to vote on the action were present and voted. The Corporation shall give prompt notice of any corporate action taken without a meeting by less than unanimous written consent to those members that did not consent to the action in writing. The written consents shall be filed with the minutes of the proceedings of the Members. The consent has the same effect as a vote of the Members for all purposes.

2.13 Participation in Meeting by Remote Communications Equipment. The Board of Directors shall have, in its sole discretion, the option of allowing members to participate in a meeting by conference telephone or by other means of remote communication (including an Internet chat room or web conference) through which all persons participating in the meeting may communicate with the other participants. In such instances, all participants shall be advised of the means of remote communication and the names of the participants in the meeting shall be divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

2.14 Methods for Giving Notices and Consents. Unless otherwise provided in these bylaws or the Act, any notice or consent required or permitted may be given in writing or by electronic transmission. An electronic transmission, as defined in the Act, includes without limitation an email or facsimile.

ARTICLE III BOARD OF DIRECTORS

3.1 **Board of Directors.** The Board of Directors is the governing body of the Corporation.

3.2 **Powers of the Board of Directors.** The Board of Directors shall have oversight over the business and affairs of the Corporation and may perform all acts and functions permitted for an organization described in Section 501(c)(6) of the Internal Revenue Code not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Michigan. The Board of Directors shall also be responsible for adopting all policies of the organization, which be maintained in a policy manual, which it shall review and revise as it determines from time to time. The Board of Directors shall hold meetings at least five (5) times every twelve (12) months.

3.3 **Number of Directors.** The Board of Directors shall consist of not less than three and not more than fifty persons. The Board of Directors shall consist of up to forty-two directors elected by the membership ("*Elected Directors*") and up to eight members appointed by the Chairperson of the Board of Directors ("*Appointed Directors*"). Unless otherwise indicated, any reference to a "director" or "directors" shall apply to both Elected Directors and Appointed Directors.

3.4 **Term and Selection of Directors.** Elected Directors shall be elected to two-year terms by the affirmative vote of the Members. The annual Board of Directors election may be conducted via electronic transmission. An electronic transmission, as defined in the Act, includes without limitation an email or facsimile. Appointed Directors shall be appointed to one-year terms by the Chairperson of the Board of Directors, subject to confirmation by a majority vote of present and voting Directors at the Board of Directors meeting considering the appointment(s). Ratification of the Board of Directors election shall occur at the November Board of Directors meeting or at the next official meeting of the Board of Directors. Director vacancies shall be filled in the manner specified in Section 3.7 below. Directors' terms shall commence on the first of January following their election or appointment and shall expire on the first of January immediately following their successors' election or appointment. There is no limit on the number of consecutive terms that a director may serve.

3.5 **Resignation.** A director may resign by giving notice to the President/CEO and Chairperson of the Board of Directors, which notice shall be immediately forwarded to the members of the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective. In addition to the foregoing, (i) the unexcused absence of any director from two consecutive regular meetings of the Board of Directors or (ii) the failure of any director to remain in good standing as a Member of the Corporation shall serve as effective notice to the Corporation of such director's resignation from the Board of Directors.

3.6 **Removal.** Any director may be removed from office with or without cause at any meeting of the Members by the affirmative vote of two-thirds (2/3) of the Members present and voting pursuant to the SWCRC Board Member Conduct Policy.

3.7 **Vacancies.** Vacancies of Elected Directors occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of the Board of Directors upon recommendation of the replacement director candidate(s) from the Executive Committee. Vacancies of Appointed Directors by reason of death, resignation, removal or other inability to serve shall be filled by appointment of any replacement Appointed Director(s) by the Chairperson of the Board, subject to confirmation by a majority of present and voting Directors at the Board of Directors meeting in which the appointment is considered. A director elected to fill a vacancy shall serve for the unexpired portion of the term of the replaced director.

3.8 **Annual Meeting.** The annual meeting of the Board of Directors shall be held on a date to be determined by the Board from time to time. At the annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special, or annual meeting or by consent resolution. Notice shall be given to the directors at least ten (10) but not more than sixty (60) days prior to an annual meeting of the Board of Directors.

3.9 **Regular Meetings.** Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine or as shall be directed or approved by the vote or consent of all the directors. No notice is required for a regular meeting of the Board of Directors.

3.10 **Special Meetings.** Special meetings of the Board shall be called by the Secretary/President upon the written request of the President/CEO, Chairperson of the Board, any five directors or a majority of the Members. Special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, mail or electronic means (including by email or facsimile) to each director not less than three (3) days prior to the meeting and if by telephone or electronic means, confirmed in writing before or after the meeting.

3.11 **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice, and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing or by electronic transmission. The consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

3.12 **Quorum and Voting Requirements.** One-third (1/3) of the directors then in office constitutes a quorum for the transaction of business. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee in all cases (1) except when establishing an official position of the Corporation on a public issue, and approving or amending the budget, all of which shall require the vote of sixty percent (60%) of the Board of Directors present and voting, and (2) except as a larger vote may be required by the laws of the State of Michigan, these bylaws, or the Articles of Incorporation. A director may not authorize another person to act for the director by proxy on any matter.

3.13 Participation in Meeting by Remote Communications Equipment. The Board of Directors shall have, in its sole discretion, the option of allowing members of the Board or of a committee may participate in a meeting by conference telephone or by other means of remote communication (including web conference) through which all persons participating in the meeting may hear the other participants (including by assistance for the hearing impaired). In such instances, all participants shall be advised of the means of remote communication and the names of the participants in the meeting shall be divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

3.14 Methods for Giving Notices and Consents. Unless otherwise provided in these bylaws or the Act, any notice or consent required or permitted may be given in writing or by electronic transmission. An electronic transmission, as defined in the Act, includes without limitation an email or facsimile. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without objecting to any lack of notice at the beginning of the meeting or upon arrival.

3.15 Financial Reporting. A review of the financial records of the Corporation 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 IV OFFICERS

4.1 Officers. The officers shall be a Chairperson of the Board, a First Vice Chairperson, a Second Vice Chairperson, a President/CEO, a Secretary, and a Treasurer, all of whom shall be selected from among the members of the Board of Directors, with the exception of the President/CEO who is appointed by and responsible to the Board of Directors. There may also be such other officers as the Board of Directors deems appropriate.

4.2 Election and Term of Office. Except for the President/CEO, whose term shall be determined by the Board of Directors, all other officers shall be elected for a term of one year (or until their successors have been elected) by the Board of Directors at its annual meeting. Candidates for the officer positions shall be recommended to the Board of Directors by the Nominating Committee. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two or more officers. In case of the absence or disability of any officer of the Corporation and of any person hereby authorized to act in such officer's place during periods of absence or disability, the Board may, from time to time, delegate the powers and duties of such officer to any other officer, any director, or any other person whom it may elect or appoint. Any officer who is no longer in good standing as a Member of the Corporation shall be immediately removed from the officer position. Members may serve no more than once as Chairperson of the Board within a seven (7) year consecutive period on the Executive Committee.

4.3 **Resignation.** An officer may resign by giving notice to the Board of Directors through the President/CEO and Chairperson. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

4.4 **Removal.** Any officer may be removed with or without cause by the vote of a three-fourths (3/4) majority of the elected directors then in office at any regular or special meeting of the Board of Directors.

4.5 **Vacancies.** In the event of the death, resignation, removal, or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until their successor shall be elected.

4.6 **Chairperson.** The Chairperson of the Board shall preside over all meetings of the Board of Directors and shall perform all duties incident to the office.

4.7 **First Vice Chairperson.** The First Vice Chairperson, if appointed, will, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and will perform any other duties prescribed by the Board.

4.8 **Second Vice Chairperson.** The Second Vice Chairperson, if appointed, will, in the absence or disability of the Chairperson and the First Vice Chairperson, perform the duties and exercise the powers of the Chairperson and will perform any other duties prescribed by the Board.

4.9 **President/CEO.** The President/CEO shall be the chief executive officer of the Corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts and management of the Corporation, execute and deliver all documents and instruments, and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

4.10 **Secretary.** The Secretary, with the President/CEO, shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

4.11 **Treasurer.** The Treasurer shall have oversight of the funds of the Corporation, except as the Board of Directors may otherwise designate; with the President/CEO shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the Corporation; and with the President/CEO shall render reports from time to time as requested by the Board of Directors of their activities and the financial condition of the Corporation. All funds received by the Corporation shall immediately be deposited in a depository designated by the President/CEO.

ARTICLE V COMMITTEES

5.1 **Executive Committee.** The Board of Directors may establish an Executive Committee consisting of the officers of the Corporation, the immediate past Chairperson of the Board, and up to three (3) other directors. 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 over the committee. Directors may only serve on the Executive Committee for a total of seven consecutive (7) years. After a one (1) calendar year period following the conclusion of seven (7) consecutive one (1) year terms of a member on the Executive Committee, a member may be re-eligible for election to the Executive Committee for up to seven consecutive (7) years. The voting rules in Section 3.12 shall apply with respect to any Executive Committee action. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, 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, except that the Executive Committee will not have power or authority to:

5.1.1 Amend the Articles of Incorporation;

5.1.2 Adopt an agreement of merger or conversion;

5.1.3 Recommend to the Members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;

5.1.4 Recommend to the Members the dissolution of the Corporation or the revocation of a dissolution;

5.1.5 Amend the Bylaws of the Corporation;

5.1.6 Fill vacancies on the Board;

5.1.7 Fix compensation of the directors for serving on the Board or on a committee (With exception of the President); or

5.1.8 Remove any officer from the Corporation.

5.2 **Nominating Committee.** At or before the regular July Board of Directors meeting, the First Vice Chairperson of the Board of Directors shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five members of the Corporation, including a Committee Chairperson. The Nominating Committee shall have the responsibility of nominating directors, officers and non-officer members of the Executive Committee each year. A majority of the members of the committee shall constitute a quorum. The members of the Nominating Committee shall meet at such time as the President/CEO and/or Committee 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.

5.3 Finance Committee. The Finance Committee shall be composed of the Chairperson of the Board, President/CEO, First Vice Chairperson, Second Vice Chairperson, Treasurer and such other members of the Board of Directors as the Chairperson of the Board may determine. The Treasurer shall preside as chair of the Committee. 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 Corporation during such periods.

5.4 Committee Management. Committee meetings may be called at any time by the Chairperson of the Board, President/CEO, by the Chairperson of such committees, or on written request of any two (2) committee members. One-third (1/3) of the committee membership shall constitute a quorum. Committees shall be advisory in nature only, unless authority to act is specifically delegated to them by these bylaws or the 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 on the matters delegated to them. Notwithstanding the foregoing, no committee shall make public any action or resolution until it shall first have been reported to and received the approval of the Board of Directors, except in those instances where such authority to act has been delegated to the committee. The Chairperson of the Board and the President/CEO shall be *ex-officio* members of all committees. Committee members and leadership shall be appointed by the President/CEO.

5.5 Other Committees. The Board of Directors may establish from time to time, by resolution of the Board of Directors, one or more other standing or special committees as it shall deem appropriate. The resolution shall define the powers and responsibilities of each committee (subject to the limitations described in Section 5.6).

5.6 Limitations on Committees. No committee shall have the power or authority to: (a) amend the Articles of Incorporation; (b) agree to merge with another organization; (c) authorize the conversion of the Corporation into another type of entity; (d) recommend to the Members or authorize the sale, lease, exchange, or donation of all or substantially all of the Corporation's property and assets; (e) recommend to the Members or authorize a dissolution of the Corporation or a revocation of a dissolution; (f) amend the bylaws of the Corporation; (g) fill vacancies on the Board of Directors; (h) remove any person from the Board of Directors; (i) adopt, delete, change or make exceptions to policies; (j) establish or abolish any standing Board committee; (k) reverse actions previously taken by the Board of Directors; (l) approve the payment of compensation for any director serving on the Board of Directors or any committee; or (m) terminate Organization memberships. Further, a committee that is not composed entirely of directors or Members in good standing of the Corporation shall not exercise the power or authority of the Board of Directors in the management of the Corporation's business and affairs, but may perform, under the direction of the Board, such functions as determined from time to time by the Board.

**ARTICLE VI
CORPORATE DOCUMENT PROCEDURE**

6.1 **Execution of Corporate Documents.** A corporate document shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board of Directors or these bylaws. The President/CEO has authority to conduct normal business proceedings including the signing of documents and instruments on behalf of the Corporation as referenced in Section 4.9.

6.2 **Authority to Execute Documents.** The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the Corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President/CEO will execute such instrument on behalf of the Corporation.

**ARTICLE VII
INDEMNIFICATION**

7.1 **Indemnification of Directors, Officers and Others.** The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation)(in each case, “*Indemnitee*”) that was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee, non-director volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, non-director volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders or members and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

7.2 **Indemnification in Connection with Actions by or in the Right of the Corporation.** The Corporation shall indemnify a person that was or is a party or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, non-director volunteer, or agent of the Corporation, or is or was

serving at the request of the Corporation as a director, officer, partner, trustee, employee, non-director volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members. The Corporation shall not indemnify a person for a claim, issue, or matter in which the person is found liable to the Corporation except to the extent authorized the Act and federal law applicable to 501(c)(6) organizations. The Corporation shall not be required to indemnify (including advancement of expenses) anyone who brings suit or any action against the Corporation or its directors, officers or agents unless a super majority of the disinterested members of the Board of Directors approved such suit and such indemnification.

7.3. **Miscellaneous.**

- (1) *Amendment or Repeal.* No amendment or repeal of this Article VII shall apply to or have any effect on any person who is or was a trustee, director, or officer of the Corporation for or with respect to any acts or omissions of the trustee, director or officer occurring before the amendment or repeal.
- (2) *Indemnification of others.* The Corporation may, by action of the Board of Directors, provide indemnification and advancement of expenses to other employees, volunteers, and agents of the Corporation with the same scope and effect as described in this Article VII, in accordance with the Act and the Code.
- (3) *Insurance.* The Corporation shall have the power to purchase and maintain insurance on behalf of any person against any liability asserted against them and incurred by them in any capacity with the Corporation, or arising out of such person's status with or service by or at the request of the Corporation, whether or not the Corporation would have the power to indemnify them against such liability under this Article VII.
- (4) *Severability.* Each and every paragraph, sentence, term, and provision of this Article VII shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article VII shall be construed in all respects as if the invalid or unenforceable matter had been omitted.
- (5) *Compliance.* Notwithstanding anything to the contrary in these Bylaws, the indemnification and any advancement of expenses shall be limited to the extent such indemnification or advancement of expenses is inconsistent with the Act or with the status of the Corporation as an organization described in Section 501(c)(6) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII MISCELLANEOUS

8.1 **Amendments.** These bylaws may be amended (i) by the affirmative vote of two-thirds (2/3) of the Members at any regular or special meeting, provided that notice of the meeting includes the proposals for amendment or (ii) by an affirmative vote of two-thirds (2/3) of the Board of Directors, present and voting. Any proposed amendments shall be submitted in writing to the Board of Directors or the Members accordingly, at least ten days in advance of the meeting at which such amendments are to be acted upon. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

8.2 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

8.3 **Confidentiality and Sensitive Information.** The Corporation may have information and documents that are nonpublic and confidential. They may relate to finances, funding, personnel, community partners, recipients of services, problems, and opportunities. Information may be in writing, communicated orally, or learned through observation. The Corporation may prepare confidentiality policies or agreements for use with directors, advisory board members, volunteers, contractors, and employees, and may provide oral instructions with respect to particular information. The duties of a director and officer of the Corporation include the obligation not to disclose to third parties any nonpublic information, to use such information only for the nonprofit purposes of the Corporation, and to return to the Corporation any documents and other property upon request, or upon conclusion of their term of service, whichever comes first. This obligation continues for so long a period of time as the information is nonpublic. In addition, because of the type of services provided by the Corporation, it will learn personal or sensitive information about vulnerable individuals and families, donors, and other members of the community. Even if some information possessed by the Corporation is not technically “secret” or “nonpublic,” it is the policy of the Corporation not to publicly talk about sensitive matters unless we have permission to do so from those who are the subject of the information.

8.4 **Conflict of Interest Policy.** The Corporation has adopted a Conflict of Interest Policy that may be amended by the Board of Directors from time to time. The Corporation shall abide by its Conflict of Interest Policy when applicable. Interested Directors may be counted in determining a quorum for the meeting at which the matter is voted upon, as permitted by law. Further, if the Board of Directors wishes to act by unanimous written consent, a director that would otherwise abstain from voting on a matter due to a conflict of interest may execute such unanimous written consent so long as such written consent resolution states the director’s conflict of interest.

8.5 **Statement of Position.** The foregoing requirements should not be construed to prevent a director or officer from stating their position on the matter under consideration, nor from answering questions of other directors relating to the matter.

ARTICLE IX
Supporting Associations

9.1 **Supporting Associations.** The Board of Directors may establish divisions, bureaus, departments, councils or subsidiary corporations (collectively, “Supporting Associations”), as it deems advisable to support the work of the Corporation. Supporting Associations shall be organized in a manner that allows the Board of Directors to exercise control over all actions and resolutions of such Supporting Associations.

9.2 **Purposes and Duties.** The Board of Directors shall authorize and define the powers and duties of all Supporting Associations. The Board shall annually review and approve all activities and proposed programs of such Supporting Associations, including collection and disbursement of funds.

9.3 **Limitations.** Supporting Associations shall have no policy-making powers as it relates to the operation of the Corporation, but may act in an advisory capacity to the Board of Directors.

CERTIFICATION OF ADOPTION

The undersigned, who are duly elected officers of Southern Wayne County Regional Chamber of Commerce, has signed this Certificate on behalf of the Corporation certifying that these bylaws were approved by the Corporation’s Board of Directors on September 28, 2023.

Signed: _____

Name: Jeffrey Chicoine

Title: Chairperson of the Board

Signed: _____

Name: Ronald J. Hinrichs

Title: President/CEO